

EXHIBIT A

(Summer Associates)

EXHIBIT A

SUMMER ASSOCIATES

Kramer Levin Naftalis & Frankel

TIMEKEEPER NAME	INITIALS	HOURS	RATE	FEES
RINGER, R	R.R	46.10	\$320.00	14,752.00
WONG, A	AWON	10.00	\$320.00	3,200.00
		56.10		\$17,952.00

MATTER NAME	HOURS	FEES
361 SALE ISSUES	3.40	1,088.00
APPELLATE ISSUES	4.50	1,440.00
CASE ADMINISTRATION	12.00	3,840.00
COMMITTEE MEETINGS/COMMUNICATIONS	9.70	3,104.00
HEARINGS	8.00	2,560.00
MEETINGS WITH DEBTORS/OTHER MAJOR	3.80	1,216.00
CONSTITUENTS		
MOTIONS	8.40	2,688.00
RETENTION OF PROFESSIONALS	6.30	2,016.00
	56.10	\$17,952.00

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TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS	DESCRIPTION
TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS	DESCRIPTION
RLRI RINGER, R	06/04/09	1.90	608.00		MATTER NAME: CASE ADMINISTRATION 1 RESEARCH FOR INTERNAL MEMO RE: COURT PROCEDURES.
	06/05/09	0.80	256.00		MATTER NAME: CASE ADMINISTRATION 1 MEET WITH L. MACKSOU D RE INTERNAL MEMO RE: COURT PROCEDURES.
	06/08/09	0.60	192.00		MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS 1 MEET WITH J. SHARRET TO DISCUSS COMMITTEE MEETING MINUTES
	06/09/09	1.70	544.00		MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS 1 DRAFT GM CREDITORS COMMITTEE MEETING MINUTES.
	06/11/09	2.60	832.00		MATTER NAME: CASE ADMINISTRATION 1 DRAFT AND REVISE MEMO RE: COURT PRECEDENT AND PROCEDURES.
	06/12/09	2.10	672.00		MATTER NAME: CASE ADMINISTRATION 1 REVIEW AND EDIT COURT PRECEDENT MEMO; 2 DISCUSS MEMO WITH L. MACKSOU D.
	06/12/09	1.20	384.00		MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS 1 MEET WITH J. SHARRET; 2 REVISE GM MEETING MINUTES.
	06/15/09	4.20	1,344.00	0.40 F	MATTER NAME: RETENTION OF PROFESSIONALS 1 MEET WITH L. MACKSOU D; [4];
				3.00 F	2 DRAFT MEMO TO GM COMMITTEE RE ALXP PARTNERS RETENTION APPLICATION (3.0);
				0.80 F	3 MEET WITH L. MACKSOU D TO DISCUSS [8].
	06/16/09	1.60	512.00		MATTER NAME: CASE ADMINISTRATION 1 MEET WITH L. MACKSOU D RE COURT PROCEDURES AND PRECEDENT;
	06/17/09	0.60	192.00		2 REVISE SAME
	06/17/09	0.40	128.00		MATTER NAME: CASE ADMINISTRATION 1 REVISE COURT PROCEDURES AND PRECEDENT MEMO.
					1 DRAFT GM COMMITTEE MEETING MINUTES.

~ See the last page of exhibit for explanation

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TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS ~	DESCRIPTION
TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS ~	DESCRIPTION
RLRI RINGER, R	06/18/09	1.90	608.00		<u>MATTER NAME: CASE ADMINISTRATION</u> 1 REVISE INTERNAL MEMORANDUM RE: COURT PROCEDURES AND PRECEDENT.
					<u>MATTER NAME: MEETINGS WITH DEBTORS/OTHER MAJOR CONSTITUENTS</u> 1 DRAFT GM SUMMARY OF DISCUSSIONS RE ISSUES LIST.
					<u>MATTER NAME: RETENTION OF PROFESSIONALS</u> 1 DRAFT OBJECTION TO ALIXPARTNERS RETENTION APPLICATION.
					<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u> 1 DRAFT MINUTES FOR GM COMMITTEE CALL
					<u>MATTER NAME: RETENTION OF PROFESSIONALS</u> 1 PREPARE AND DRAFT RIDER TO ORDER RE: ALIX PARTNERS.
					<u>MATTER NAME: HEARINGS</u> 1 DRAFT SUMMARY OF MOTIONS AND COMMITTEE POSITION; 2 ATTEND PLANNING MEETING WITH J SHARRET.
					<u>MATTER NAME: HEARINGS</u> 1 REVIEW OBJECTIONS AND MOTIONS; 2 DRAFT CHART OF SUMMARIES OF OBJECTIONS AND MOTIONS
					<u>MATTER NAME: HEARINGS</u> 1 ASSIST IN PREPARATION FOR SALE HEARING
					<u>MATTER NAME: CASE ADMINISTRATION</u> 1 ASSIST J. SHARRET WITH E-MAIL CORRESPONDENCE DRAFT.
					<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u> 1 DRAFT MINUTES FOR JUNE 29, JULY 1, AND JULY 6 MORNING AND AFTERNOON COMMITTEE MEETINGS.
					<u>MATTER NAME: COMMITTEE MEETING MINUTES.</u> 1 DRAFT GM COMMITTEE MEETING MINUTES.
					<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u> 1 DRAFT GM COMMITTEE CALL MINUTES.

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EXHIBIT A
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TIMEKEEPER	DATE	ENTRY HOURS	FEES	DESCRIPTION
		HOURS	HOURS	
RLRI RINGER, R	\$320.00 07/13/09	Mon 2.70	2.70	864.00
				<u>MATTER NAME: 363 SALE ISSUES</u>
				1 REVIEW SALE ORDER.
				2 DRAFT AND REVISE WEB SITE SUMMARIES
	\$320.00 07/14/09	Tue 0.70	0.70	224.00
				<u>MATTER NAME: 363 SALE ISSUES</u>
				1 PREPARE ASBESTOS SUMMARY FROM SALE DECISION.
	\$320.00 07/22/09	Wed 0.60	0.60	192.00
				<u>MATTER NAME: MOTIONS</u>
				1 DRAFT SUMMARY OF PROPOSED CASE MANAGEMENT ORDER.
	\$320.00 07/23/09	Thu 2.30	2.30	736.00
				<u>MATTER NAME: MOTIONS</u>
				1 REVIEW AND DRAFT SUMMARY OF PROPOSED CASE MANAGEMENT ORDER.
	NUMBER OF ENTRIES:	27	46.10	14,752.00
				<u>MATTER NAME: APPELLATE ISSUES</u>
				1 REVIEW AND SUMMARIZE THE STATUS OF APPEALS TO THE SALE ORDER.
AWON WONG, A	\$320.00 08/05/09	Wed 4.00	4.00	1,280.00
				<u>MATTER NAME: APPELLATE ISSUES</u>
				1 REVIEW NEW DOCUMENT FROM THE DOCKET TO DETERMINE THE STATUS OF APPEALS.
	\$320.00 08/11/09	Tue 0.50	0.50	160.00
				<u>MATTER NAME: MOTIONS</u>
				1 REVIEW BAR DATE MOTIONS, OBJECTIONS, AND ORDERS.
	NUMBER OF ENTRIES:	3	10.00	3,200.00
				<u>Total</u>
				56.10 \$17,952.00
	Number of Entries:	30		

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EXHIBIT A
SUMMER ASSOCIATES

Kramer Levin Naftalis & Frankel

TIMEKEEPER NAME	INITIALS	HOURS	RATE	FEES
RINGER, R	RLR	46.10	\$320.00	14,752.00
WONG, A	AWON	10.00	\$320.00	3,200.00
		<u>56.10</u>	<u>\$320.00</u>	<u>\$17,952.00</u>

SUMMARY OF HOURS AND FEES BY MATTER

MATTER NAME	HOURS	FEES
363 SALE ISSUES	3.40	1,088.00
APPELLATE ISSUES	4.50	1,440.00
CASE ADMINISTRATION	12.00	3,840.00
COMMITTEE MEETINGS/COMMUNICATIONS	9.70	3,104.00
HEARINGS	8.00	2,560.00
MEETINGS WITH DEBTORS/OTHER MAJOR CONSTITUENTS	3.80	1,216.00
MOTIONS	8.40	2,688.00
RETENTION OF PROFESSIONALS	6.30	2,016.00
	<u>56.10</u>	<u>\$17,952.00</u>

(->) REASONS FOR TASK HOUR ASSIGNMENTS
F FINAL BILL

EXHIBIT B

(Attorneys Not Yet Admitted to the Bar)

EXHIBIT B
ATTORNEYS NOT YET ADMITTED TO THE BAR
Kramer Levin Naftalis & Frankel

TIMEKEEPER NAME	INITIALS	HOURS	RATE	FEES
AMISTER, J	JSAM	56.40	\$520.00	29,328.00
FORD, S	SFOR	73.90	\$385.00	28,451.50
GREENBERG, E	ESGR	47.70	\$385.00	18,364.50
REGAL, V	VREG	97.80	\$385.00	37,653.00
SCHMIDT, S	SSCH	22.00	\$385.00	8,470.00
		297.80		\$122,267.00

MATTER NAME	HOURS	RATE	FEES
363 SALE ISSUES	28.10	10,818.50	
AUTOMATIC STAY MATTERS/RELIEF	2.00	770.00	
CASE ADMINISTRATION	0.50	192.50	
CORPORATE & SECURITIES MATTERS	7.20	3,744.00	
CREDITOR COMMUNICATIONS	1.50	577.50	
DELPHI	5.20	2,002.00	
DIP FINANCING/CASH COLLATERAL	2.20	1,144.00	
DISCOVERY/DEPOSITIONS	12.60	4,851.00	
GENERAL ADVERSARY PROCEEDINGS	9.00	3,465.00	
HEARINGS	0.50	192.50	
MOTIONS	11.50	4,427.50	
PRE-PETITION COLLATERAL REVIEW	47.00	24,440.00	
TORT AND SUCCESSOR LIABILITY ISSUES	170.50	65,942.50	
	297.80		\$122,267.00

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TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS ~	DESCRIPTION
TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS ~	DESCRIPTION
JSAM AMSTER, J	06/04/09	5.00	2,600.00	3.00 F 2.00 F	<u>MATTER NAME: CORPORATE & SECURITIES MATTERS</u> 1 DRAFT SUMMARIES OF MOTIONS (3); 2 EDGAR SEARCH FOR INDENTURES (2)
	06/05/09	1.50	780.00	1.50 F	<u>MATTER NAME: CORPORATE & SECURITIES MATTERS</u> 1 UNSECURED BOND INDENTURES RESEARCH (1.5)
	06/11/09	0.70	364.00	0.70 F	<u>MATTER NAME: CORPORATE & SECURITIES MATTERS</u> 1 UPDATE SUMMARY OF OUTSTANDING DEBT (7)
	06/16/09	1.70	884.00		<u>MATTER NAME: DIP FINANCING/CASH COLLATERAL</u> 1 REVIEW DOCS FOR SINKING FUND REQUIREMENT; 2 MEMO ON OUTSTANDING USL LOAN ITEMS;
	06/16/09	3.00	1,560.00		<u>MATTER NAME: PRE-PETITION COLLATERAL REVIEW</u> 1 REVIEW RECEIVABLES LOAN; 2 COLLATERAL MEMO
	06/17/09	6.50	3,380.00	3.50 F	<u>MATTER NAME: PRE-PETITION COLLATERAL REVIEW</u> 1 REVIEW LST LOAN CLOSING SET; 2 COLLATERAL MEMO (3.5); 3 REVIEW UCC FILINGS FOR RECEIVABLES LOAN
	06/18/09	9.50	4,940.00	4.00 F 2.00 F 1.50 F 2.00 F	<u>MATTER NAME: PRE-PETITION COLLATERAL REVIEW</u> 1 REVIEW RECEIVABLES LOAN UCC, CHART (4); 2 RECEIVABLES LOAN COLLATERAL REVIEW MEMO (2); 3 MEMO ON OUTSTANDING DOCUMENTS (1.5); 4 EQUITY PLEDGE CHART (2)
	06/19/09	7.50	3,900.00	3.50 F 3.00 F 1.00 F	<u>MATTER NAME: PRE-PETITION COLLATERAL REVIEW</u> 1 RECEIVABLES FACILITY COLLATERAL REVIEW MEMO (3.5); 2 PLEDGED EQUITY CHART (3); 3 REVIEW MOTION ON SYNTHETIC LEASE (1)
	06/22/09	0.50	260.00		<u>MATTER NAME: DIP FINANCING/CASH COLLATERAL</u> 1 MEETING RE DIP SUMMARY
	06/22/09	2.00	1,040.00	2.00 F	<u>MATTER NAME: PRE-PETITION COLLATERAL REVIEW</u> 1 REVIEW MORTGAGES FOR COLLATERAL SUMMARY (2)

- See the last page of exhibit for explanation

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TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS ~	DESCRIPTION
JSAM AMSTER, J	06/23/09 Tue	4.50	2,340.00		MATTER NAME: PRE-PETITION COLLATERAL REVIEW 1 REVIEW MORTGAGES FOR COLLATERAL REVIEW
	06/24/09 Wed	6.00	3,120.00	1.50 F 4.50 F	MATTER NAME: PRE-PETITION COLLATERAL REVIEW 1 REVIEW MORTGAGE DOCUMENTS (1.5); 2 MEMO RE: OUTSTANDING ITEMS (4.5)
	06/25/09 Thu	1.50	780.00		MATTER NAME: PRE-PETITION COLLATERAL REVIEW 1 MEMO RE: OUTSTANDING MORTGAGE DOCUMENTS
	06/26/09 Fri	2.50	1,300.00		MATTER NAME: PRE-PETITION COLLATERAL REVIEW 1 REVIEW UCC FILINGS AND CHART
	06/27/09 Sat	1.50	780.00		MATTER NAME: PRE-PETITION COLLATERAL REVIEW 1 REVIEW UCC FILINGS, CHART
	06/29/09 Mon	1.50	780.00		MATTER NAME: PRE-PETITION COLLATERAL REVIEW 1 REVIEW UCC CHART
	06/30/09 Tue	1.00	520.00		MATTER NAME: PRE-PETITION COLLATERAL REVIEW 1 REVIEW UCC CHART (ARGONAUT)
NUMBER OF ENTRIES:	17	56.40	29,328.00		
SFOR FORD, S	06/04/09 Thu	1.40	539.00		MATTER NAME: MOTIONS 1 REVIEWING AND SUMMARIZING ENTRIES TO DOCKET.
	06/08/09 Mon	1.00	385.00		MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 READING AND ANALYZING CASE FOR SUCCESSOR LIABILITY MEMO.
	06/09/09 Tue	5.10	1,963.50	1.90 F 1.60 A 1.60 A	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 TEAM MEETING (1.9); 2 REVIEW OF BACKGROUND DOCUMENTS AND 3 INITIAL RESEARCH INTO STATE LAW (NEW YORK) (3.2).
	06/10/09 Wed	7.10	2,733.50		MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 NEW YORK AND TEXAS' SUCCESSOR LIABILITY RESEARCH AND DRAFTING.

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TIMEKEEPER	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
SFOR FORD, S	06/11/09	Thu	8.50	8.50	3,272.50	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 DRAFTING TX SECTION (2.5) 6.00 F 2 NU RESEARCH AND DRAFTING (6).
	06/12/09	Fri	8.70	8.70	3,349.50	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 SUCCESSOR LIABILITY MEMO; RESEARCH AND WRITING ON WA STATE (6.1) 2.20 F 2 'OUTLINING SECTIONS ON DE FACTO MERGER AND MERE CONTINUATION (2.2) 0.40 F 3 'MEETING TO REVIEW NEW DEADLINES (4)
	06/13/09	Sat	16.40	16.40	6,314.00	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 SUCCESSOR LIABILITY MEMO; LEXIS RESEARCH ON MA AND CT CASES (1.3) 5.60 F 2 'READING CASES AND WRITING SECTION ON MA (5.6) 3.50 F 3 'WRITING SECTION ON DE FACTO MERGER (3.5) 4.00 F 4 'WRITING SECTION ON MERE CONTINUATION (4) 2.00 F 5 'READING CASES ON CT (2)
	06/14/09	Sun	11.50	12.00	4,620.00	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 CT SECTION OF SUCCESSOR LIABILITY MEMO; WRITING SUMMARY (2.5 HOURS) 9.50 F 2 'EDITING DE FACTO MERGER AND CONTINUATION SECTIONS; ADDITIONAL RESEARCH (9.5).
	06/15/09	Mon	1.10	1.10	423.50	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 EDITS TO WASHINGTON SECTION OF APPENDIX TO SUCCESSOR LIABILITY MEMO.
	06/24/09	Wed	1.10	1.10	423.50	MATTER NAME: DISCOVERY/DEPOSITIONS 1 DEPOSITION INDEX, COMPUTERS ORDERED FOR DEPOSITION.
	06/25/09	Thu	0.30	0.30	115.50	MATTER NAME: DISCOVERY/DEPOSITIONS 1 DEPOSITION CHART REVISE.
	06/26/09	Fri	1.80	1.80	693.00	MATTER NAME: DISCOVERY/DEPOSITIONS 1 DOCUMENT REVIEW RE: SALE.
	06/27/09	Sat	0.50	0.50	192.50	MATTER NAME: DISCOVERY/DEPOSITIONS 1 REVIEW OF DEPOSITION UPDATES FOR DEPOSITION MASTER INDEX
	06/29/09	Mon	0.80	0.80	308.00	MATTER NAME: DISCOVERY/DEPOSITIONS 1 REVIEW OF UPDATES FOR DEPOSITION MASTER INDEX.

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TIMEKEEPER	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
SFOR FORD, S	\$385.00 06/30/09	Tue	5.30	5.30	2,040.50	MATTER NAME: DISCOVERY/DEPOSITIONS 1 DEPOSITION DESIGNATIONS.
	\$385.00 07/01/09	Wed	2.80	2.80	1,078.00	MATTER NAME: DISCOVERY/DEPOSITIONS 1 DEPOSITION DESIGNATIONS -- ASSEMBLING AND FILING MOTION TO DESIGNATE.
NUMBER OF ENTRIES:	16		73.90		28,451.50	
ESGR GREENBERG, E	\$385.00 06/09/09	Tue	3.20	3.20	1,232.00	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 REVIEW TRANSACTION SUMMARY AND OVERVIEW OF ASSET SALE; 2 MEET WITH SCOTT RUSKAY-KIDD, SAMANTHA FORD, AND VICTOR REGAL TO DISCUSS STATE BY STATE SURVEY ASSIGNMENT OF SUCCESSOR LIABILITY ISSUES IN GM BANKRUPTCY. 3 READ PAPERSENTATION ON SUCCESSOR LIABILITY IN ASSET ACQUISITIONS; 4 REVIEW LAW REVIEW ARTICLE FROM FLORIDA STATE BUS. LAW REVIEW COMPARING SUCCESSOR LIABILITY ON STATE BY STATE BASIS.
	\$385.00 06/10/09	Wed	1.10	1.10	423.50	MATTER NAME: MOTIONS 1 REVIEWED MOTION FOR AN ASBESTOS COMMITTEE FOR AND SUMMARIZED FINDINGS TO SCOTT RUSKAY-KIDD (5); 2 EXAMINE 10-Q FILED MAY 8, 2009 FOR INFORMATION ON ASBESTOS LIABILITY AND WROTE EMAIL TO SCOTT RUSKAY-KIDD EXPLAINING GM'S ALLOCATION OF ASBESTOS LIABILITY IN THE 10-Q (6).
	\$385.00 06/10/09	Wed	6.10	6.10	2,348.50	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 RESEARCH EXCEPTIONS TO RULE AGAINST SUCCESSOR LIABILITY UNDER MICHIGAN LAW; 2 COMPILE SUMMARY OF EXCEPTIONS AND ANALYZE FOR NEW GM IN APPENDIX OF MEMO ON SUCCESSOR LIABILITY (3.0); 3 RESEARCH EXCEPTIONS TO RULE AGAINST SUCCESSOR LIABILITY UNDER OHIO LAW; 4 COMPILE SUMMARY OF EXCEPTIONS AND ANALYZE FOR NEW GM IN APPENDIX OF MEMO ON SUCCESSOR LIABILITY (3.0)
	\$385.00 06/11/09	Thu	8.10	8.10	3,118.50	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 MAKE EDITS AND CHANGES TO MI AND OH SECTIONS BASED ON FEEDBACK FROM SRK; 2 DISCUSS MEMO WITH SRK ON PHONE; 3 RESEARCH, ANALYZE AND SUMMARIZE INTO APPENDIX OF MEMO EXCEPTIONS TO THE RULE AGAINST SUCCESSOR LIABILITY UNDER MISS. LAW; 4 CONFERENCE CALL WITH SAM, VICTOR, AND SCOTT TO DISCUSS SECTIONS AND THEORIES; 5 CONFERENCE CALL WITH SAM, VICTOR, AND SCOTT TO DISCUSS MEMO PROGRESS AND SCHEDULE; 6 RESEARCH SUCCESSOR LIABILITY CASE LAW IN PENN, OR, AND GA.

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TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS	DESCRIPTION
<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u>					
ESGR GREENBERG, E	06/12/09 Fri	6.70	2,579.50	0.50 F	1 READ UPDATE FACT SECTION OF MASTER MEMO (1.5);
<u>2 CONTINUE OREGON RESEARCH AND ADD SUMMARY AND ANALYSIS TO OR TO MEMO (1.7);</u>					
				1.70 F	3 CONFERENCE CALL WITH VICTOR REGAL AND SAMANTHA FORD TO DISCUSS CONSIDERATION FOR OLD GM'S ASSETS;
					4 RESEARCH AND DRAFT MEMO SECTIONS ON DUTY TO WARN CLAIMS AND EXPRESS/IMPLIED ASSUMPTION OF LIABILITY;
				4.30 F	5 STATUS MEETING WITH SCOTT, A. CATON, V. REGAL AND S. FORD. (4.3)
<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u>					
\$385.00	06/14/09 Sun	10.60	4,081.00	1 COMPLETE RESEARCH AND DRAFTING OF PA SECTION TO MEMO APPENDIX;	
				2 RESPOND TO RUSKAY-KIDD'S EDITS, REVISE AND ADD TO MEMO SECTIONS ON ASSUMPTION OF LIABILITY AND FAILURE TO	
				WARN, INCLUDING INCORPORATING ADDITIONAL RESEARCH OF POINTS FROM FLETCHER, EDIT MISSISSIPPI SECTION OF	
				APPENDIX;	
				3 STATUS MEETING WITH S. RUSKAY-KIDD, A. CATON, V. REGAL, AND S. FORD.	
<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u>					
\$385.00	06/15/09 Mon	8.60	3,311.00	1 CITE/FACT CHECK BACKGROUND SECTION OF MEMO;	
				2 RESEARCH RE: SUCCESSOR LIABILITY;	
				3 MAKE CHECK LIST FOR STATES TO LOOK AT SUCCESSOR LIABILITY THEORIES THAT THEY RECOGNIZE	
<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u>					
\$385.00	06/16/09 Tue	3.30	1,270.50	1 TALLIES NUMBER OF JURISDICTIONS THAT ACCEPT EACH THEORY OF SUCCORS LIABILITY AND ADDED INTO MEMO AT	
				2 APPROPRIATE SECTIONS (2.5);	
				0.80 F 2 SECOND CITE CHECK OF SUBSEQUENT CHANGES TO DOCUMENT (8).	
NUMBER OF ENTRIES:	8	47.70	18,364.50		
<u>MATTER NAME: 365 SALE ISSUES</u>					
\$385.00	06/09/09 Tue	2.00	770.00	1.50 F 1 MEETING WITH SCOTT RUSKAY-KIDD (1.5);	
REGAL, V				0.50 F 2 CREATED AND SUBMITTED BLACKLINE COMPARING TWO MEMOS ON GM BANKRUPTCY DEAL (5);	
\$385.00	06/09/09 Tue	3.00	1,155.00	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u>	
				1 RESEARCH CALIFORNIA LAW ON SUCCESSOR LIABILITY AND BEGAN CREATING OUTLINE IN PREPARATION FOR WRITING ENTRY IN	
				MEMO (3 HRS).	
<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u>					
\$385.00	06/10/09 Wed	8.50	3,272.50	1 RESEARCH LAW ON SUCCESSOR LIABILITY IN: ILLINOIS (6.5 HRS);	
				1.50 F 2 NEW HAMPSHIRE (1.5 HRS);	
				0.50 F 3 NEW MEXICO (5 HRS).	

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EXHIBIT B
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VREG REGAL, V	06/11/09	Thu	10.00	10.00	3,850.00	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> 1 WRITE APPENDIX ENTRY FOR NEW MEXICO (1 HRS); 2 RESEARCH AND WRITE NEW HAMPSHIRE ENTRY (3 HRS); 3 RESEARCH AND WRITE FLORIDA ENTRY (4.5 HRS); 4 RESEARCH AND WRITE ILLINOIS ENTRY (1.5 HRS).
\$385.00	06/12/09	Fri	9.00	9.00	3,465.00	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> 1 RESEARCH AND WRITE CALIFORNIA APPENDIX ENTRY (2.5 HRS); 2 ORGANIZATIONAL MEETING (5 HRS); 3 RESEARCH THEORIES OF PRODUCT LINE LIABILITY AND FRAUD FOR INCLUSION IN MAIN SECTION OF THE MEMO (6 HRS).
\$385.00	06/13/09	Sat	6.50	6.50	2,502.50	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> 1 RESEARCHED AND WROTE GEORGIA APPENDIX ENTRY (1.2 HRS); 2 WORKED ON FRAUD SECTION OF ANALYSIS SECTION (2 HRS); 3 WORKED ON PRODUCT LIABILITY SECTION OF ANALYSIS (2 HRS); 4 MADE FORMATTING CHANGES TO MEMO (5 HRS); 5 RESEARCH ON CHANGING DIRECTORS OF GM (8 HRS).
\$385.00	06/14/09	Sun	10.00	10.00	3,850.00	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> 1 DRAFT SECTION OF MEMO DEALING WITH CHANGING DIRECTORS OF GM AND POSSIBLE CONSEQUENCES FOR SUCCESSOR LIABILITY (3.5 HRS); 2 DOWNLOAD AND CITE-CHECK CITED CASES (1 HR); 3 EDIT PRODUCT LIABILITY SECTION (2 HRS); 4 EDIT FRAUD SECTION (3.5 HRS).
\$385.00	06/15/09	Mon	10.10	10.10	3,888.50	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> 1 PROOFREAD AND CITE-CHECK THE ANALYSIS PORTION OF THE MEMO RE: SUCCESSOR LIABILITY (CHECK CITES FOR FORMAT AND SUBSTANCE); 2 MADE CORRECTIONS WHERE NECESSARY; 3 ADDED PNCITES).
\$385.00	06/16/09	Tue	2.40	2.40	924.00	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> 1 ENTER EDITS FOR NEW HAMPSHIRE (1.8 HRS); 2 CITE CHECK CHANGES TO ANALYSIS SECTION OF THE MEMO (6 HRS).
\$385.00	06/17/09	Wed	1.50	1.50	577.50	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> 1 FINISH ENTERING EDITS FOR NEW HAMPSHIRE AND ILLINOIS APPENDIX ENTRIES.
\$385.00	06/18/09	Thu	3.00	3.00	1,155.00	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> 1 REVIEW CASES RE: BANKRUPTCY COURT JURISDICTION.

~ See the last page of exhibit for explanation

EXHIBIT B
ATTORNEYS NOT YET ADMITTED TO THE BAR
Kramer Levin Naftalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
VREG REGAL, V	\$385.00	06/19/09 Fri	7.50	7.50	2,887.50		MATTER NAME: 363 SALE ISSUES 1 SUMMARIZED SALE OBJECTIONS AND ADDED THEM TO THE MASTER CHART.
	\$385.00	06/20/09 Sat	2.00	2.00	770.00		MATTER NAME: 363 SALE ISSUES 1 SUMMARIZED SALE OBJECTIONS AND ADDED THEM TO THE MASTER CHART
	\$385.00	06/20/09 Sat	2.00	2.00	770.00		MATTER NAME: DELPHI/ 1 REVIEWED MOTION ON DELPHI/PARNASSUS TRANSACTION
	\$385.00	06/21/09 Sun	3.00	3.00	1,155.00	1.50 F 1.50 F	MATTER NAME: DELPHI/ 1 REVIEWED MOTION AND EXHIBITS FOR DELPHI/PARNASSUS TRANSACTION (1.5); 2 PREPARED BRIEF SUMMARY OF THE TRANSACTION (1.5).
	\$385.00	06/22/09 Mon	3.00	3.00	1,155.00	1.50 F 1.50 F	MATTER NAME: 363 SALE ISSUES 1 SUMMARIZED BY DEALERS ASSOCIATION OBJECTION TO SALE. 2 SUMMARIZED SALE OBJECTIONS AND ADDED THEM INTO MASTER CHART (1.5);
	\$385.00	06/23/09 Tue	0.50	0.50	192.50		MATTER NAME: HEARINGS 1 TEAM MEETING FOR 6/25 HEARING PREPARATION.
	\$385.00	06/23/09 Tue	5.30	5.30	2,040.50		MATTER NAME: 363 SALE ISSUES 1 SUMMARIZED OBJECTIONS AND ADDED THEM TO THE MASTER CHART. 2 STATUS UPDATE PHONE CALL WITH JEN ROCHON.
	\$385.00	06/24/09 Wed	6.30	6.30	2,425.50	5.90 F 0.40 F	MATTER NAME: 363 SALE ISSUES 1 REVIEWED AND SUMMARIZED SALE OBJECTIONS (6.9); 2 ADDED SUMMARIES TO THE MASTER CHART (4)
	\$385.00	06/25/09 Thu	2.00	2.00	770.00		MATTER NAME: 363 SALE ISSUES 1 SUMMARIZED OBJECTIONS AND PLACED OBJECTIONS INTO THE MASTER CHART
	\$385.00	06/29/09 Mon	0.20	0.20	77.00		MATTER NAME: DELPHI/ 1 EDITED MEMO ON DELPHI/PARNASSUS TRANSACTION
NUMBER OF ENTRIES:		21		97.80		37,653.00	
SSCH SCHMIDT, S	\$385.00	09/02/09 Wed	0.50	0.50	192.50		MATTER NAME: CASE ADMINISTRATION 1 MEETING WITH J. SHARRET AND G. PLOTKO RE CASE ASSIGNMENTS AND BACKGROUND.

~ See the last page of exhibit for explanation

EXHIBIT B
ATTORNEYS NOT YET ADMITTED TO THE BAR
Kramer Levin Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	FEES	DESCRIPTION
SSCH SCHMIDT, S	09/02/09	2.50	962.50	MATTER NAME: MOTIONS 1 SUMMARIES OF MOTIONS FOR THE COMMITTEE
	09/03/09	6.50	2,502.50	MATTER NAME: MOTIONS 1 SUMMARIES OF MOTIONS FOR THE COMMITTEE
	09/10/09	2.00	770.00	MATTER NAME: AUTOMATIC STAY MATTERS/RELIEF 1 SUMMARY OF DETROIT DIESEL'S MOTION TO EXTEND THE STAY.
	09/29/09	2.00	770.00	MATTER NAME: GENERAL ADVERSARY PROCEEDINGS 1 PREPARING FOR HEARING RE NARUMANCHI'S PROCEEDING
	09/30/09	7.00	2,695.00	MATTER NAME: GENERAL ADVERSARY PROCEEDINGS 1 ATTEND HEARING RE NARUMANCHI'S ADVERSARY PLEADING AND PREPARE SUMMARY FOR THE COMMITTEE.
	09/30/09	1.50	577.50	MATTER NAME: CREDITOR COMMUNICATIONS 1 MEETING WITH J. SHARRET AND L. MACKSOU D RE CALLING CREDITORS ABOUT FILING CLAIMS; 2 REVIEW BAR DATE ORDER AND FORMS.
NUMBER OF ENTRIES:	7	22.00	8,470.00	
Total		297.80	\$122,267.00	
Number of Entries:	69			

~ See the last page of exhibit for explanation

EXHIBIT B
ATTORNEYS NOT YET ADMITTED TO THE BAR
Kramer Levin Naftalis & Frankel

TIMEKEEPER NAME	INITIALS	HOURS	RATE	FEES
AMSTER, J	JSAM	56.40	\$520.00	29,328.00
FORD, S	SFOR	73.90	\$365.00	28,451.50
GREENBERG, E	ESGR	47.70	\$365.00	18,364.50
REGAL, V	VREG	97.80	\$365.00	37,653.00
SCHMIDT, S	SSCH	22.00	\$365.00	8,470.00
		297.80		\$122,267.00
				=====

SUMMARY OF HOURS AND FEES BY MATTER

MATTER NAME	HOURS	FEES
363 SALE ISSUES	28.10	\$10,818.50
AUTOMATIC STAY MATTERS/RELIEF	2.00	770.00
CASE ADMINISTRATION	0.50	192.50
CORPORATE & SECURITIES MATTERS	7.20	3,744.00
CREDITOR COMMUNICATIONS	1.50	577.50
DELPHI	5.20	2,002.00
DIP FINANCING/CASH COLLATERAL	2.20	1,144.00
DISCOVERY/DEPOSITIONS	12.60	4,851.00
GENERAL ADVERSARY PROCEEDINGS	9.00	3,465.00
HEARINGS	0.50	192.50
MOTIONS	11.50	4,427.50
PRE-PETITION COLLATERAL REVIEW	47.00	24,440.00
TORT AND SUCCESSOR LIABILITY ISSUES	170.50	65,642.50
	297.80	\$122,267.00
		=====

(-) REASONS FOR TASK HOUR ASSIGNMENTS
 A Task Hours Allocated By Fee Auditor
 F FINAL BILL

EXHIBIT C

(Clerical/Administrative Tasks)

EXHIBIT C
CLERICAL/ADMINISTRATIVE TASKS (DANNE CHO)
Kramer Levin Naftalis & Frankel

TIMEKEEPER NAME	INITIALS	HOURS	RATE	FEES
CHO, D	DCHO	147.90	\$385.00	\$56,941.50
		3.80	\$440.00	1,672.00
		151.70		\$58,613.50
				<hr/>

MATTER NAME	HOURS	FEES
363 SALE ISSUES	1.50	\$77.50
GENERAL ADVERSARY PROCEEDINGS	13.10	5,252.50
MOTIONS	137.10	52,783.50
	151.70	\$58,613.50
		<hr/>

EXHIBIT C
CLERICAL/ADMINISTRATIVE TASKS (DANNIE CHO)
Kramer Levin Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS -	DESCRIPTION
TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS -	DESCRIPTION
DCHO CHO, D	06/04/09	3.80	1,463.00		<u>MATTER NAME: MOTIONS</u> 1 ANALYZE AND MANAGE DOCKET FILINGS
	06/05/09	5.90	2,271.50		<u>MATTER NAME: MOTIONS</u> 1 ANALYZE AND SUMMARIZE DOCKET FILINGS/MOTIONS
	06/08/09	4.80	1,848.00	4.80 F	<u>MATTER NAME: MOTIONS</u> 1 ANALYZE/SUMMARIZE CASE FILINGS (4.8);
				1.60 F	2 ANALYZE CASE FILE (1.6);
				0.70 F	3 COORDINATE/ORGANIZE FILINGS DATABASE (0.7).
	06/09/09	5.60	2,156.00		<u>MATTER NAME: MOTIONS</u> 1 ANALYZE AND SUMMARIZE PERTINENT CASE FILINGS.
	06/10/09	6.60	2,541.00		<u>MATTER NAME: MOTIONS</u> 1 ANALYZE AND SUMMARIZE PERTINENT CASE FILINGS.
	06/11/09	4.50	1,732.50		<u>MATTER NAME: MOTIONS</u> 1 ANALYZE AND SUMMARIZE PERTINENT CASE FILINGS
	06/12/09	4.40	1,694.00		<u>MATTER NAME: MOTIONS</u> 1 ANALYZE AND SUMMARIZE CASE FILINGS
	06/15/09	5.60	2,156.00		<u>MATTER NAME: MOTIONS</u> 1 ANALYZE AND SUMMARIZE CASE FILINGS
	06/16/09	8.20	3,157.00		<u>MATTER NAME: MOTIONS</u> 1 ANALYZE AND SUMMARIZE PERTINENT FILINGS AND MOTIONS.
	06/17/09	7.50	2,887.50		<u>MATTER NAME: MOTIONS</u> 1 ANALYZE AND SUMMARIZE PERTINENT FILINGS AND MOTIONS.
	06/18/09	9.50	3,657.50	6.50 F	<u>MATTER NAME: MOTIONS</u> 1 ANALYZE AND SUMMARIZE PERTINENT FILINGS AND MOTIONS (6.5)
				3.00 F	2 AND CONTINUOUSLY MONITOR DOCKET AND UPDATE FILINGS DATABASES (3.0)

~ See the last page of exhibit for explanation

EXHIBIT C
CLERICAL/ADMINISTRATIVE TASKS (DANNIE CHO)
Kramer Levin Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS ~	DESCRIPTION
DOHO CHO, D	06/19/09 Fri	14.50	5,082.00	13.20 F	MATTER NAME: MOTIONS 1 ANALYZE AND SUMMARIZE PERTINENT FILINGS AND MOTIONS AND CONTINUOUSLY MONITOR DOCKET AND UPDATE FILINGS DATABASES (13.2);
				1.30 F	2 CORRESPONDENCE WITH OTHER TEAM MEMBERS ANALYZING MOTIONS AND DATABASE UPDATES (1.3).
					 MATTER NAME: MOTIONS
\$385.00	06/22/09 Mon	10.50	4,042.50	6.50 F	MATTER NAME: MOTIONS 1 ANALYZE AND SUMMARIZE PERTINENT FILINGS AND MOTIONS (6.5)
				4.00 F	2 AND CONTINUOUSLY MONITOR DOCKET AND UPDATE FILINGS DATABASES. (4.0)
					 MATTER NAME: MOTIONS
\$385.00	06/23/09 Tue	11.00	4,235.00	7.00 F	MATTER NAME: MOTIONS 1 ANALYZE AND SUMMARIZE PERTINENT FILINGS AND MOTIONS (7.0)
				4.00 F	2 AND CONTINUOUSLY MONITOR DOCKET AND UPDATE FILINGS DATABASES (4.0)
					 MATTER NAME: MOTIONS
\$385.00	06/24/09 Wed	10.70	4,119.50	7.80 F	MATTER NAME: MOTIONS 1 ANALYZE AND SUMMARIZE PERTINENT FILINGS AND MOTIONS (7.8)
				2.90 F	2 AND CONTINUOUSLY MONITOR DOCKET AND UPDATE FILINGS DATABASES (2.9)
					 MATTER NAME: MOTIONS
\$385.00	06/25/09 Thu	8.00	3,080.00	5.00 F	MATTER NAME: MOTIONS 1 ANALYZE AND SUMMARIZE PERTINENT FILINGS AND MOTIONS (5.0)
				3.00 F	2 AND CONTINUOUSLY MONITOR DOCKET AND UPDATE FILINGS DATABASES (3.0)
					 MATTER NAME: MOTIONS
\$385.00	06/26/09 Fri	4.20	4.20	2.00 F	MATTER NAME: MOTIONS 1 ANALYZE AND SUMMARIZE PERTINENT FILINGS AND MOTIONS (2.0)
				2.20 F	2 AND CONTINUOUSLY MONITOR DOCKET AND UPDATE FILINGS DATABASES (2.2)
					 MATTER NAME: 363 SALE ISSUES
\$385.00	06/28/09 Sun	1.50	1.50	577.50	MATTER NAME: 363 SALE ISSUES 1 ANALYZE AND SUMMARIZE PERTINENT FILINGS AND MOTIONS AND CONTINUOUSLY MONITOR DOCKET AND UPDATE FILINGS DATABASES
					 MATTER NAME: MOTIONS
\$385.00	07/01/09 Wed	3.50	3.50	1,347.50	MATTER NAME: MOTIONS 1 ANALYZE, ORGANIZE, AND SUMMARIZE CONSUMER PRIVACY OMBUDSMAN REPORT.
					 MATTER NAME: MOTIONS
\$385.00	07/02/09 Thu	2.70	2.00	770.00	MATTER NAME: MOTIONS 1 MONITOR DOCKET (.7),
					2.00 F 2 ANALYZE PERTINENT FILINGS (2.0), INCLUDING MOTIONS FOR RELIEF FROM STAY AND OBJECTIONS TO VARIOUS MOTIONS.
					 MATTER NAME: MOTIONS
\$385.00	07/06/09 Mon	1.80	1.80	693.00	MATTER NAME: MOTIONS 1 ANALYZE FILINGS AND DECISIONS.

~ See the last page of exhibit for explanation

EXHIBIT C
CLERICAL/ADMINISTRATIVE TASKS (DANNIE CHO)
Kramer Levin Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS ~	DESCRIPTION
TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS ~	DESCRIPTION
DCHO CHO, D	07/15/09 Wed	1.20	0.40	154.00	<u>MATTER NAME: MOTIONS</u> 1 MONITOR DOCKET (.6), 0.40 F 2 ANALYZE PERTINENT FILINGS (.4), 0.20 F 3 ORGANIZE FILINGS (.2).
\$385.00	07/16/09 Thu	1.00	0.50	192.50	<u>MATTER NAME: MOTIONS</u> 1 MONITOR DOCKET (.5), 0.50 F 2 ANALYZE PERTINENT FILINGS (.5).
\$385.00	07/20/09 Mon	0.50	0.50	192.50	<u>MATTER NAME: MOTIONS</u> 1 REVIEW AND ANALYZE RELEVANT FILINGS.
\$385.00	07/22/09 Wed	0.60	0.20	77.00	<u>MATTER NAME: MOTIONS</u> 1 MONITOR (.4) 0.20 F 2 AND ANALYZE RELEVANT FILINGS (.2).
\$385.00	07/24/09 Fri	0.50	0.50	192.50	<u>MATTER NAME: MOTIONS</u> 1 REVIEW AND ANALYZE RELEVANT FILINGS.
\$385.00	07/27/09 Mon	0.50	0.50	192.50	<u>MATTER NAME: MOTIONS</u> 1 REVIEW AND ANALYZE RELEVANT FILINGS.
\$385.00	08/06/09 Thu	3.20	3.20	1,232.00	<u>MATTER NAME: MOTIONS</u> 1 ANALYZE AND SUMMARIZE PERTINENT FILINGS.
\$385.00	08/21/09 Fri	1.50	1.50	577.50	<u>MATTER NAME: GENERAL ADVERSARY PROCEEDINGS</u> 1 ANALYZE FILINGS IN BHAVATARINI ADVERSARY PROCEEDING.
\$385.00	08/24/09 Mon	4.50	4.50	1,732.50	<u>MATTER NAME: GENERAL ADVERSARY PROCEEDINGS</u> 1 ANALYZE AND SUMMARIZE FILINGS IN NARUMANCHI ADVERSARY PROCEEDING.
\$385.00	08/25/09 Tue	3.30	3.30	1,270.50	<u>MATTER NAME: GENERAL ADVERSARY PROCEEDINGS</u> 1 ANALYZE AND SUMMARIZE FILINGS IN NARUMANCHI ADVERSARY PROCEEDING.
\$440.00	09/27/09 Sun	3.80	3.80	1,672.00	<u>MATTER NAME: GENERAL ADVERSARY PROCEEDINGS</u> 1 ANALYZE AND SUMMARIZE FILINGS IN NARUMANCHI ADVERSARY PROCEEDING.
NUMBER OF ENTRIES:	32		151.70	58,613.50	

~ See the last page of exhibit for explanation

EXHIBIT C
CLERICAL/ADMINISTRATIVE TASKS (DANNIE CHO)
Kramer Levin Naftalis & Frankel

TIMEKEEPER	DATE	RATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
Total			151.70		\$58,613.50		
Number of Entries:							32

EXHIBIT C
CLERICAL/ADMINISTRATIVE TASKS (DANIE CHO)

Kramer Levin Naftalis & Frankel

TIMEKEEPER NAME	INITIALS	HOURS	RATE	FEES
CHO, D	DCHO	147.90	\$385.00	56,941.50
		3.80	\$440.00	1,672.00
		<u>151.70</u>	<u>\$386,613.50</u>	

SUMMARY OF HOURS AND FEES BY MATTER

MATTER NAME	HOURS	FEES
363 SALE ISSUES	1.50	577.50
GENERAL ADVERSARY PROCEEDINGS	13.10	5,252.50
MOTIONS	137.10	52,783.50
	<u>151.70</u>	<u>\$58,613.50</u>

(-) REASONS FOR TASK/HOUR ASSIGNMENTS
F FINAL BILL

EXHIBIT D

(Block Billing)

EXHIBIT D
BLOCK BILLING

Kramer Levin Naftalis & Frankel

TIMEKEEPER NAME	INITIALS	HOURS	RATE	FEES
ALMEDA, D	DEAL	16.20	\$270.00	4,374.00
AUGUSTE, C	CSAU	5.90	\$700.00	4,130.00
BARRON, D	DEAR	35.40	\$260.00	9,204.00
BLADES, M	MLBA	6.10	\$520.00	3,172.00
CAMPANA, K	KICA	10.80	\$650.00	7,020.00
CHASS, M	MCHA	4.60	\$645.00	2,967.00
DAVIS, J	JDAV	48.40	\$650.00	31,460.00
ECKSTEIN, K	KHEC	9.10	\$930.00	8,463.00
FINGER, T	TFIN	3.30	\$660.00	2,178.00
FOLB, K	KFOL	2.00	\$635.00	1,270.00
FREIKA, E	ESFR	3.30	\$670.00	2,211.00
HERZOG, B	BHER	3.60	\$750.00	2,700.00
HOROWITZ, G	GHOR	1.40	\$715.00	1,001.00
KATZ, A	ARKA	3.50	\$485.00	1,697.50
KOPelman, K	KPKO	3.30	\$635.00	2,755.50
KROUNER, S	SKRO	1.30	\$715.00	929.50
LEVINE, D	DILE	4.50	\$660.00	2,970.00
MACKSOUD, L	LMMA	39.20	\$585.00	22,932.00
MAYER, T	TMMA	4.10	\$930.00	3,813.00
MOLNER, T	TEM0	20.60	\$735.00	15,141.00
NOVOD, G	GNOV	113.00	\$615.00	69,495.00
PATT, E	EFAT	3.20	\$385.00	1,222.00
PLOTKO, G	GPL	5.90	\$665.00	3,923.50
REGAL, V	VREG	5.30	\$385.00	2,040.50
REZNICK, A	AREZ	5.30	\$775.00	4,107.50
RIGEL, B	BRIG	2.40	\$650.00	1,560.00
ROCHON, J	JROC	10.70	\$680.00	7,276.00
ROGOFF, A	ACRO	96.70	\$795.00	76,876.50
ROSENATT, J	JROS	1.10	\$600.00	660.00
SCHMIDT, R	R1SC	40.20	\$735.00	29,547.00
SCHMIDT, S	SSCH	1.50	\$385.00	577.50
SHARRET, J	JSHA	34.00	\$440.00	14,960.00
STOOPACK, H	HOST	8.10	\$485.00	3,928.50
SURIS, L	LSUR	5.90	\$695.00	4,100.50
TAYLOR, J	JTAY	2.20	\$105.00	231.00
VESSEY, J	JVE	61.90	\$635.00	39,306.50
WAXMAN, H	HFWA	5.40	\$485.00	2,619.00
WECHSLER, E	ESWE	13.40	\$635.00	8,509.00
		12.30	\$700.00	8,610.00
				659.50
				\$412,568.50

EXHIBIT D
BLOCK BILLING

Kramer Levin Naftalis & Frankel

MATTER NAME	HOURS	FEES
363 SALE ISSUES	88.40	56,146.50
363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES	54.00	36,401.50
363 TRANSACTION: TRANSITION SERVICES AGREEMENT	94.70	61,768.50
APPELLATE ISSUES	4.90	2,215.50
CASE ADMINISTRATION	45.40	17,066.00
CLAIMS ADMINISTRATION & OBJECTIONS	4.70	3,112.50
COMMITTEE MEETINGS/COMMUNICATIONS	39.30	22,579.50
CORPORATE & SECURITIES MATTERS	16.60	11,455.00
CREDITOR COMMUNICATIONS	6.90	3,120.00
DEALERSHIP MATTERS	29.40	21,575.00
DELPHI	21.20	11,781.50
DISCOVERY/DEPOSITIONS	13.90	8,820.50
EMPLOYEE BENEFITS/LABOR ISSUES	1.40	1,028.00
ENVIRONMENTAL ISSUES	12.60	8,319.50
EXECUTORY CONTRACT	16.20	12,246.00
FEES APPLICATION/MONTHLY INVOICES	2.50	1,837.50
HEARINGS	19.90	13,962.00
MEETINGS WITH DEBTORS/OTHER MAJOR CONSTITUENTS	8.80	6,681.00
MOTIONS	79.90	53,826.50
PLAN & DISCLOSURE STATEMENT	2.80	2,226.00
PRE-PETITION COLLATERAL REVIEW	28.80	11,986.50
RETENTION OF PROFESSIONALS	43.40	28,357.50
SUPPLIER MATTERS	3.10	2,332.50
TAX ISSUES	18.00	11,532.50
TORT AND SUCCESSOR LIABILITY ISSUES	2.70	2,210.00
	659.50	\$412,588.50

EXHIBIT D

BLOCK BILLING

Kramer Levin Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS ~	DESCRIPTION
DEAL ALMEDA, D	06/19/09 Fri	7.30	1,971.00		<u>MATTER NAME: PRE-PETITION COLLATERAL REVIEW</u> 1 CONTIN RVW. DESOS UCC SEARCHES. 2 SORT & SEGREGATE LOCAL FIXTURE FILINGS & DELIVER SAME TO M. WEEFELS. 3 SORT OTHER LIEN FILINGS INCLUDING JUDGMENT/PENDING SUITS. 4 MTG. TICS & DISCS W/ ALYSSA, MICHAEL WEEFELS ET AL RE RVW./CHART FIXTURE FILINGS, MISOS & ARGONAUT UCC FILINGS. 5 E-MAILS TO & TICS W/ MICHAEL ET AL SAMPLE CHART & COLLATERAL DESCRIPTIONS.
					<u>MATTER NAME: PRE-PETITION COLLATERAL REVIEW</u> 1 ATTENTION TO GM LIEN SEARCH FILES. 2 GROUP & ORG. DESOS UCC FILES.
					<u>MATTER NAME: PRE-PETITION COLLATERAL REVIEW</u> 1 CONTINUE GROUPING AND ORG. GM DESOS UCC FILES. 2 INTS. TO E. KAPLAN RE: SAME.
					<u>MATTER NAME: PRE-PETITION COLLATERAL REVIEW</u> 1 DISC. GM SUBS. & ARGONAUT HOLDINGS UCC SUMMARY CHART W/ J. AMSTER. 2 RVS. TO SAME. 3 BLACKLINE, PRINT & E-MAIL REVISED COPIES TO A. KATZ.
NUMBER OF ENTRIES:	4	16.20	4,374.00		
CSAU AUGUSTE, C	06/12/09 Fri	1.50	1,050.00		<u>MATTER NAME: DEALERSHIP MATTERS</u> 1 ATTENTION TO A. ROGOFF S. QUESTIONS REGARDING CLAIMS AGAINST THE ESTATE RE REJECTIONS OF DEALER AGREEMENTS, TERMINATED DEALER AGREEMENTS RE TERMINATED DEALERS. 2 RESPONSIBILITY OF OLD GM AND NEW GM. 3 DISCUSS WITH D. LEVINE.
					<u>MATTER NAME: DEALERSHIP MATTERS</u> 1 ATTENTION TO WIND DOWN AGREEMENTS, CHANNEL AGREEMENT. 2 TIC W/ S. JORNINGAN RE SANDWICH LEASES.
					<u>MATTER NAME: CHANNEL AGREEMENT, SITE CENTER AGREEMENTS AND A HOLDINGS INC.</u> 3 REVIEW MPARE CHANNEL AGREEMENT, SITE CENTER AGREEMENTS AND A HOLDINGS INC.
					<u>MATTER NAME: DEALERSHIP MATTERS</u> 1 COMMUNICATE WITH A. ROGOFF RE BRAND SALES. 2 TIC W/ D. ALSTER (EVERCORE) AND JUAN SANTAMBROGIO (FTI), REVIEW FTIS REQUEST FOR INFORMATION FROM EVERCORE.

~ See the last page of exhibit for explanation

EXHIBIT D

BLOCK BILLING

Kramer Levin Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS	DESCRIPTION
CSAU	07/13/09	0.70	490.00		<u>MATTER NAME: DEALERSHIP MATTERS</u> 1 FURTHER DISCUSSIONS WITH FTI/RE RELEASE OF INFORMATION RE BRAND SALES AND DEALER ISSUES.
AUGUSTE, C					2 TIC W/D. ALLISTER OF EVERCORE RE SCHEDULING A CALL.
					3 DISCUSS/EMAIL W/A. ROGOFF RE STATUS.
NUMBER OF ENTRIES:	4	5.90	4,130.00		
DBAR	06/16/09	2.10	546.00		<u>MATTER NAME: CASE ADMINISTRATION</u> 1 MEET W/ GATES RE PREPARING CASE DATABASE;
BARRON, D					2 PREPARE FILINGS TO BE ADDED TO M:\DRIVE;
					3 EMAILS TO CHO RE SAME;
					4 PREPARE INDEX OF GM FILINGS
\$260.00	06/17/09	5.50	1,430.00		<u>MATTER NAME: CASE ADMINISTRATION</u> 1 PREPARE FILINGS TO BE ADDED TO M:\DRIVE;
					2 EMAILS TO CHO RE SAME;
					3 PREPARE INDEX OF GM FILINGS
\$260.00	06/18/09	6.30	1,638.00		<u>MATTER NAME: CASE ADMINISTRATION</u> 1 PREPARE FILINGS TO BE ADDED TO M:\DRIVE;
					2 PREPARE INDEX OF GM FILINGS
\$260.00	06/19/09	4.20	1,092.00		<u>MATTER NAME: CASE ADMINISTRATION</u> 1 PREPARE FILINGS TO BE ADDED TO M:\DRIVE;
					2 PREPARE AND REVISE INDICES OF GM FILINGS;
					3 COMMUNICATIONS W/ CHO RE SAME
\$260.00	06/22/09	2.40	624.00		<u>MATTER NAME: CASE ADMINISTRATION</u> 1 PREPARE FILINGS TO BE ADDED TO M:\DRIVE;
					2 PREPARE AND REVISE INDICES OF GM FILINGS;
					3 COMMUNICATIONS W/ CHO RE SAME
\$260.00	06/24/09	1.40	364.00		<u>MATTER NAME: CASE ADMINISTRATION</u> 1 PREPARE FILINGS TO BE ADDED TO M:\DRIVE;
					2 PREPARE AND REVISE INDICES OF GM FILINGS;
					3 COMMUNICATIONS W/ CHO RE SAME

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EXHIBIT D
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TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
DBAR BARRON, D	\$260.00	06/25/09	Thu	3.20	3.20	832.00	<u>MATTER NAME: CASE ADMINISTRATION</u> 1 PREPARE FILINGS TO BE ADDED TO M:\ DRIVE; 2 UPDATE INDEX OF GM FILINGS \$
	\$260.00	06/26/09	Fri	1.60	1.60	416.00	<u>MATTER NAME: CASE ADMINISTRATION</u> 1 PREPARE ADDITIONAL FILINGS TO BE ADDED TO M:\ DRIVE; 2 UPDATE INDEX OF GM FILINGS \$
	\$260.00	06/29/09	Mon	7.00	7.00	1,820.00	<u>MATTER NAME: CASE ADMINISTRATION</u> 1 PREPARE SUPPLEMENTAL GM PRODUCTION TO BE ADDED TO CONCORDANCE DATABASE; 2 PREPARE ADDITIONAL FILINGS TO BE ADDED TO M:\ DRIVE; 3 UPDATE INDEX OF GM FILINGS \$; 4 PREPARE ELECTRONIC FILES FOR DEFONENTS; 5 ORGANIZE DEPOSITION EXHIBITS; 6 ARRANGE COVERAGE FOR HEARING TASKS
	\$260.00	06/30/09	Tue	8.30	1.70	442.00	<u>MATTER NAME: DISCOVERY/DEPOSITIONS</u> 1 PREPARE DEPOSITION MATERIALS FOR ATTY REVIEW IN ANTICIPATION OF 7/1/2009 HEARING (3:2); 2 PREPARE SUPPLEMENTAL GM PRODUCTION TO BE ADDED TO CONCORDANCE DATABASE (1:5); 3 PREPARE ADDITIONAL FILINGS TO BE ADDED TO M:\ DRIVE; 4 UPDATE INDEX OF GM FILINGS (1:7); 5 PREPARE ELECTRONIC FILES FOR DEFONENTS (9); 6 ORGANIZE DEPOSITION EXHIBITS (5); 7 ARRANGE COVERAGE FOR COURT HEARING TASKS (5)
			NUMBER OF ENTRIES:	10	35.40	9,204.00	
MLA BLADES, M	\$520.00	06/15/09	Mon	2.40	2.40	1,248.00	<u>MATTER NAME: TAX ISSUES</u> 1 RESEARCH RE: TRADING ORDER; 2 CONFERENCE WITH B. HERZOG RE: SAME.
	\$520.00	06/29/09	Mon	3.70	3.70	1,924.00	<u>MATTER NAME: TAX ISSUES</u> 1 CONFERENCE WITH B. HERZOG AND 2 RESEARCH RE: TAX STRUCTURE.
			NUMBER OF ENTRIES:	2	6.10	3,172.00	

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EXHIBIT D
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TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
KYCA CAMPANA, K	\$650.00	06/08/09	Mon	4.00	4.00	2,600.00	MATTER NAME: PRE-PETITION COLLATERAL REVIEW 1 CONFERENCES WITH A. KATZ AND J. AMISTER REGARDING COLLATERAL REVIEW; 2 REVIEW REVISED TERM LOAN AND REVOLVER SUMMARIES;
							MATTER NAME: PRE-PETITION COLLATERAL REVIEW 1 REVIEW UCC FIXTURE FILING CHART FOR TERM LOAN; 2 CONFERENCE WITH K. CHIN AND A. ROGOFF REGARDING SCOPE OF COLLATERAL REVIEWS;
							MATTER NAME: 363 SALE ISSUES 1 REVIEW DRAFT COMMITTEE OBJECTION TO SALE, FTI REPORT REGARDING NEW GM AND REVISED OBJECTION; 2 ATTENTION TO EMAILS REGARDING RECOURSE POST SALE
							MATTER NAME: PRE-PETITION COLLATERAL REVIEW 1 CONFERENCES WITH A. CATON, A. KATZ AND BUTZEL LONG REGARDING UCC-3 TERMINATION ISSUE; 2 CONFERENCE WITH C. MOSES REGARDING SAME; 3 REVIEW COLLATERAL REVIEW MEMORANDA
NUMBER OF ENTRIES:	4			10.80		7,020.00	
MCHA CHASS, M	\$645.00	06/22/09	Mon	4.60	4.60	2,967.00	MATTER NAME: 363 SALE ISSUES 1 RWY AND FULL MARKUP OF SALE ORDER AND 2 DISCS G. NOVOD RE SAME
NUMBER OF ENTRIES:	1			4.60		2,967.00	
JD AV DAVIS, J	\$650.00	06/05/09	Fri	4.50	4.50	2,925.00	MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT 1 PRELIMINARY REVIEW OF TSA; 2 CALLS W/WEIL GOTSHAL, AMANDA WEBBER AND JEFF TAYLOR TO OBTAIN COPIES OF TRANSITION SERVICES AGREEMENT AND OTHER RELATED EXHIBITS TO THE MSPA AND REVIEW SAME.
							MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT 1 REVISE ANNOTATED COMMITTEE MEMO; 2 PREPARE SUMMARY LIST OF ISSUES FOR JENNER AND BLOCK; 3 REVIEW FTI'S SUMMARY LIST OF TSA ISSUES
							MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT 1 COORDINATION ON REAL ESTATE/ENVIRONMENTAL MATTERS FOR COMMITTEE CALL; 2 REVIEW AND COMMENT TO MARK-UP TO TSA PREPARED BY A. FREEDMAN.

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EXHIBIT D

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TIMEKEEPER	DATE	ENTRY HOURS	FEES	DESCRIPTION
KHEC ECKSTEIN, K	06/12/09 Fri	1.30	1,209.00	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 REVIEW AND COMMENT RE SUCCESSOR LIABILITY MEMO, COMMENT; 2 C/W D BLABEY, A CATON RE SAME (1.3).
				MATTER NAME: CASE ADMINISTRATION 1 WORK ON ALL CASE ISSUES, REVIEW MOTIONS, REVIEW ISSUES LIST, O/C RE SAME (2.5); 2 O/C RE STRATEGY IN CASE (5)
				MATTER NAME: 363 SALE ISSUES 1 REVIEW ISSUES LIST,
				2 OUTLINE SALE OBJECTION,
				3 C/W DB RE 363, TORT CLAIMS, ADMIN SOLVENCY ETC.
				MATTER NAME: RETENTION OF PROFESSIONALS 1 PREP FOR EVERCORE RETENTION: REVIEW PLEADINGS, AGMT
				2 O/C AND
				3 CORRESP RE SAME
				MATTER NAME: CORPORATE & SECURITIES MATTERS 1 DISCUSSIONS WITH ALIX RE TERM SHEET, DIRECTOR SELECTION, WIND DOWN BUDGET, 2 MULTIPLE CORRESP RE SAME.
NUMBER OF ENTRIES:	5	9.10	8,463.00	
TFIN FINGER, T	09/22/09 Tue	3.30	2,178.00	MATTER NAME: ENVIRONMENTAL ISSUES 1 EMAILS AND CALL WITH K. FOLB RE MEMO; 2 CALL WITH L. MACKSOU, K. 3 REVISE MEMO SECTION
		3.30	2,178.00	
NUMBER OF ENTRIES:	1	2.00	1,270.00	MATTER NAME: ENVIRONMENTAL ISSUES 1 REVIEW DOCS RE GM ENVIRONMENTAL SITE, IN FACILITY; 2 REVIEW MSPA PROVISIONS.
KFOL FOLB, K	08/31/09 Mon	2.00	1,270.00	
NUMBER OF ENTRIES:	1	2.00	1,270.00	

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TIMEKEEPER	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
ESFR FREKKA, E	06/12/09 Fri	3.60	3.30	2,211.00	0.30 F 1.65 A 1.65 A	<u>MATTER NAME: RETENTION OF PROFESSIONALS</u> 1 DISCUSSIONS WITH TMAYER AND RSCHMIDT REGARDING DISCLOSURE AND CONNECTIONS (3); 2 DRAFT, EDIT AND REVISE DECLARATION OF TMAYER IN SUPPORT OF RETENTION AND 3 RESEARCH REGARDING SAME (33).
NUMBER OF ENTRIES:	1	3.30	2,211.00			
BHER HERZOG, B	06/03/09 Wed	1.70	1.70	1,275.00		<u>MATTER NAME: TAX ISSUES</u> 1 REV. BACKGROUND MATERIALS; 2 DISCS. RE: STRUCTURE.
NUMBER OF ENTRIES:	1	3.30	2,211.00			
\$750.00	06/10/09 Wed	1.90	1.90	1,425.00		<u>MATTER NAME: TAX ISSUES</u> 1 DISCS. W/FTRE; PURCHASE AGREEMENT AND RELATED ISSUES; 2 RELATED WORK.
NUMBER OF ENTRIES:	2	3.60	2,700.00			
GHOR HORWITZ, G	09/10/09 Thu	1.40	1.40	1,001.00		<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> 1 DISCUSSIONS W/T. MAYER, A. ROGOFF, RE ASBESTOS ISSUES; 2 REVIEW WR GRACE PLEADINGS RE SAME.
NUMBER OF ENTRIES:	1	1.40	1,001.00			
\$715.00	06/09/09 Tue	3.50	3.50	1,697.50		<u>MATTER NAME: PRE-PETITION COLLATERAL REVIEW</u> 1 TERM LOAN CREDIT AGREEMENT COLLATERAL REVIEW; 2 DRAFTING MEMO AND REVIEWING DOCUMENTATION
ARKA KATZ, A						
NUMBER OF ENTRIES:	1	3.50	1,697.50			
\$485.00	06/09/09 Tue	3.50	3.50	1,697.50		<u>MATTER NAME: CORPORATE & SECURITIES MATTERS</u> 1 ATTENTION TO GOVERNANCE PROVISIONS, INCLUDING REVIEW OF EMAILS; 2 REVIEW AND REVISIONS OF DRAFTS
KPKO KOPELMAN, K						
NUMBER OF ENTRIES:	1	3.30	2,755.50			
\$835.00	07/07/09 Tue	3.30	3.30	2,755.50		<u>MATTER NAME: CORPORATE & SECURITIES MATTERS</u> 1 ATTENTION TO GOVERNANCE PROVISIONS, INCLUDING REVIEW OF EMAILS; 2 REVIEW AND REVISIONS OF DRAFTS 3 INCLUDING TALKS AND EMAILS T. MOLNER, A. FREEDMAN; 4 NUMEROUS CALLS, EMAILS W/A. CATON & 5 CALLS W/CT ATTORNEY (HICKS) RE VARIOUS REVISIONS TO SAME; 6 TRANSCRIPT REVIEW RE SAME.

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TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
LMMA MACKSOUD, L	\$585.00	06/24/09	Wed	3.00	3.00	1,755.00	<u>MATTER NAME: DEALERSHIP MATTERS</u> 1 CONFERENCE CALL WITH DEALERS REGARDING SALE ORDER, 2 REVISING SALE ORDER TO INCORPORATE DEALER PROTECTIONS.
	\$585.00	06/30/09	Tue	2.20	2.20	1,287.00	<u>MATTER NAME: 363 SALE ISSUES</u> 1 INTERNAL MEETING REGARDING LIMITED OBJECTION TO BE FILED IN CONNECTION WITH THE SALE PROCEEDING, 2 OUTLINING SUCH OBJECTION.
	\$585.00	07/13/09	Mon	4.20	2.20	1,287.00	<u>MATTER NAME: RETENTION OF PROFESSIONALS</u> 1 REVIEW AND REVISE FTI RETENTION APPLICATION, 2 CONFER WITH FTI REGARDING SAME (2.2), 3 DRAFT INDEMNIFICATION LANGUAGE, CONSIDERATION OF ISSUES WITH RESPECT TO EPIQS RETENTION APPLICATION (2.0).
	\$585.00	08/03/09	Mon	1.20	1.20	702.00	<u>MATTER NAME: RETENTION OF PROFESSIONALS</u> 1 CONFER WITH FTI REGARDING REVISED RETENTION APPLICATION, 2 CONFER WITH US TRUSTEE REGARDING SAME.
	\$585.00	08/11/09	Tue	1.50	1.50	877.50	<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u> 1 DRAFT SUMMARY OF MEETING FOR COMMITTEE 2 CONFERRING WITH T. MAYER REGARDING SAME, 3 CONFER WITH DEBTORS' COUNSEL REGARDING SAME.
	\$585.00	08/13/09	Thu	1.60	1.60	936.00	<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u> 1 REVISE EMAILS TO BE SENT TO COMMITTEE, 2 FINALIZE AND SEND SAME, 3 CONFER WITH DEBTORS' COUNSEL REGARDING SAME.
	\$585.00	08/17/09	Mon	5.20	3.10	1,813.50	<u>MATTER NAME: MOTIONS</u> 1 REVIEW MOTION FOR ADMINISTRATIVE EXPENSE FILED BY ENVIRONMENTAL TESTING CORPORATION, 2 REVIEW MEMO OF LAW, 3 CONFER WITH DEBTORS' COUNSEL REGARDING SAME (1.7), 4 CONSIDERATION OF ISSUES WITH RESPECT TO FILING COMMITTEE OBJECTION (5).
	\$585.00	08/17/09	Mon	5.20	3.10	1,813.50	<u>MATTER NAME: HEARINGS</u> 1 PREPARE FOR OMNIBUS HEARING ON 8/18 (6); 1.55 A 2 CONFER WITH FTI REGARDING THEIR RETENTION APPLICATION, 1.55 A 3 DRAFT PRESENTATION ON SAME (3.1); 1.20 F 4 CONSIDERATION OF ISSUES WITH RESPECT TO DEBTORS' ISSUES WITH APPLICATION (1.2); 0.30 F 5 ORGANIZE HEARING BINDER (3).

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EXHIBIT D

BLOCK BILLING

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TIMEKEEPER	DATE	ENTRY HOURS	FEES	DESCRIPTION
		HOURS	HOURS	
LMMA MACKSOU, L	08/26/09	1.80	1,053.00	MATTER NAME: MEETINGS WITH DEBTORS/OTHER MAJOR CONSTITUENTS 1 COORDINATE MEETING BETWEEN FTI AND KRAMER LEVIN, 2 CONFER WITH FTI AND INTERNALLY REGARDING SAME, 3 PREPARATION FOR SAME
				MATTER NAME: ENVIRONMENTAL ISSUES 1 DRAFT OUTLINE OF ENVIRONMENTAL MEMO, 2 CONFER WITH G. PLOTKO REGARDING SAME.
				MATTER NAME: CLAIMS ADMINISTRATION & OBJECTIONS 1 DRAFTING ADDITIONAL REVISIONS TO BAR DATE MOTION, 2 CONFERRING WITH DEBTORS' COUNSEL REGARDING SAME.
				MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS 1 DRAFTING SUMMARY OF ARGUMENTS TO DISCUSS ON NEXT COMMITTEE CALL, 2 REVIEWING RELEVANT CASE LAW REGARDING SAME.
NUMBER OF ENTRIES:	16	43.60	25,572.00	
TMMA MAYER, T	06/09/09	1.00	930.00	MATTER NAME: MEETINGS WITH DEBTORS/OTHER MAJOR CONSTITUENTS 1 PREP FOR MEETINGS WITH DEBTORS: CONFERENCES, TICS W/ K. ECKSTEIN, R. SCHMIDT, A. GATON, A. ROGOFF, J. SHARRET, G. NOVOD, HARVEY MILLER, STEVE KAROTKIN, FTI TEAM.
	06/29/09	4.30	3.10	MATTER NAME: HEARINGS 1 FURTHER HEARING PREP: REVIEW DEPOSITION TRANSCRIPTS, PUNCH LIST FOR MAJOR OPEN ISSUES ON DOCUMENTATION 2 REVIEW DEBTORS' REPLY AND OTHER PARTIES' OBJECTIONS, 3 FOLLOW-UP MEETING WITH K. ECKSTEIN, A. ROGOFF, R. SCHMIDT, G. NOVOD, D. BLABEY, L. MACKSOU RE PREPARATION FOR HEARING;
NUMBER OF ENTRIES:	2	4.10	3,813.00	MATTER NAME: CASE ADMINISTRATION 1 ORG MEETING, 2 REVIEW MATERIALS, 3 CONFS RE: ISSUES AND WORKING TEAM.
TEM0 MOLNER, T	06/04/09	2.00	1,470.00	MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES 1 REVIEW DOCS, ISSUES LIST, 2 CONS RE: NEXT STEPS.
	06/08/09	2.00	1,470.00	

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EXHIBIT D
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TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS -	DESCRIPTION
TEM0 MOLNER, T	06/16/09	3.20	2,352.00		MATTER NAME: CORPORATE & SECURITIES MATTERS 1 PUBLIC COMPANY INFO. 2 REVISED ISSUES LIST.
				1 REVIEW TSA REVISIONS.	MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT
				2 REVIEW LICENSE.	
				3 REVIEW LISTS.	
				4 CONS.	
					MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT
				1 REVIEW TSA ISSUES. LEASE ISSUES.	
				2 CONS RE: FOIA.	
				3 CONS RE: DOC TO TREASURY.	
				4 CONS RE: TAX AND BENEFITS ISSUES.	
				5 REVIEW REVISED LISTS REVIEW FOIA REQUEST.	
				6 CONS RE: ISSUES ON APPROVAL.	
					MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES
				1 CON W/T. MAYER RE: OPEN ISSUES.	
				2 CON W/JB.	
				3 REVIEW ISSUES LIST.	
				4 UPDATED CHART FOR COMMITTEE.	
				5 HIGHLIGHTS FOR T. MAYER.	
					MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES
				1 E-MAILS AND CALLS.	
				2 ISSUES LIST TO CWT.	
NUMBER OF ENTRIES:	7	20.60	15,141.00		
GN0V NOV0D, G	06/05/09	5.60	3.30	2,029.50	MATTER NAME: CASE ADMINISTRATION 1 CALLS W/ RICH KLEIN, JEFFERIES, JOHN MADDEN-CHANIN, 2 CALL W/ STEVE STROM,
				0.66 A	
				0.66 A	3 CALL W/ T. MAYER,
				0.66 A	4 CALL W/ CONOR TULLY,
				0.66 A	5 CALL W/ CHRIS L. (3:3)
				2.30 F	6 EMAILS RE CASE ADMINISTRATION, MONDAY'S MEETING, BANKER INTERVIEWS. (2:3)

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EXHIBIT D
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TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS	DESCRIPTION
GNOV NOVOD, G	06/07/09	3.00	1,845.00		<u>MATTER NAME: RETENTION OF PROFESSIONALS</u> 1 MEETING WITH KEN S., E. FREIKA RE KLN/P CONFFLICT CHECK. 2 DISC. W/ E. FREIKA RE CONFLICTS.
	06/08/09	3.00	1,845.00		<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u> 1 COMMITTEE MEETING, PREP FOR SAME, 2 FOLLOW-UP RE SAME.
	06/08/09	4.20	2,583.00	0.30 A	<u>MATTER NAME: RETENTION OF PROFESSIONALS</u> 1 CALL W/ BARRY B. RE CONFLICTS.
				0.30 A	2 DISC. W/ T. MAYER,
				0.30 A	3 CALL W/ KEN S. RE SAME, (0.9).
				0.40 A	4 CALL W/ LANCE W.
				0.40 A	5 ATTENTION TO WIP
				0.40 A	6 CALL W/ JENS, (1.2).
				0.42 A	7 CONFLICTS
				0.42 A	8 CALL W/ ELISE F.
				0.42 A	9 EMAIL TO HARVEY MILLER RE AGENDA,
				0.42 A	10 MEETING WITH ELISE RE CONFLICTS.
				0.42 A	11 EMAIL TO FTI, (2.1).
					<u>MATTER NAME: MOTIONS</u>
				0.28 A	1 CALL W/ WGM,
				0.28 A	2 REVIEW OF FILE,
				0.27 A	3 EMAIL TO WGM (MICHELE M.),
				0.27 A	4 EMAIL TO FTI, (1.1).
				0.20 F	5 CALL W/ CONOR AND MELISSA (FTI) RE PENDING MOTIONS, (0.2).
				0.20 F	6 CALL W/ WGM (RONIT), (0.2).
				0.43 A	7 FOLLOW-UP WIT RONIT, JOE LACEY RE PENDING MOTIONS,
				0.43 A	8 EMAILS RE SAME,
				0.43 A	9 CALL W/ M WILLIAMS,
				0.43 A	10 CALL W/ JOE S,
				0.43 A	11 EMAIL TO JOE S,
				0.43 A	12 EMAIL TO TS, JENS S,
				0.42 A	13 EMAIL RE AIRCRAFT MOTION, (3.0).

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EXHIBIT D
BLOCK BILLING

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TIMEKEEPER	DATE	ENTRY HOURS	FEES	DESCRIPTION
GNOV NOVOD, G	06/12/09 Fri	5.90	3,444.00	<u>MATTER NAME: MOTIONS</u> 1.40 A 1 EMAIL TO AIRCRAFT REJECTION MOTION. 1.40 A 2 EMAILS AND
				1.40 A 3 REVIEW OF CASE LAW.
				1.40 A 4 LEASES RE SAME. (5.6).
				0.30 F 5 EMAILS TO JOE SMOLINSKY RE DATA ROOM ISSUE. (0.3).
				<u>MATTER NAME: RETENTION OF PROFESSIONALS</u>
				1. CALL W/E, FREIKA RE KLN/ RETENTION (0.4).
				0.90 F 2 ATTENTION TO EVERCORE RETENTION SUMMARY, ANALYSIS (0.9).
				0.63 A 3 CALLS W/L, MACKS/ OUD RE EVERCORE.
				0.63 A 4 DISCUSSION WITH J. SHARRET.
				0.62 A 5 CALL W/M, ELLIS AT FTI.
				0.62 A 6 REVIEW OF STATEMENT RE: GM (2.5).
				<u>MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT</u>
				1 DISCUSSION W/ K. ECKSTEIN.
				0.80 A 2 CALL W/E, DANIELS RE TSA (1.6).
				1.70 F 3 TSA CALL (1.7).
				<u>MATTER NAME: RETENTION OF PROFESSIONALS</u>
				1 CALL RE ALIX EVERCORE.
				0.67 A 1 REVIEW OF SAME.
				0.67 A 2 REVIEW OF SAME.
				0.66 A 3 CALL W/T, MAYER RE OBJECTION (2.0).
				0.40 F 4 EDIT TO EVERCORE OBJECTION (0.4).
				0.20 F 5 CALL W/FTI (0.2);
				1.33 A 6 CALL W/ BARRY S.
				1.33 A 7 EMAIL REGARDING DISCOVERY.
				1.32 A 8 CALL W/ JEN R.
				1.32 A 9 MEETING WITH J. SHARRET (5.3).
				0.77 A 10 EDIT TO EVERCORE RETENTION OBJECTIONS.
				0.77 A 11 CALL W/ JEN R.
				0.76 A 12 EDIT TO 30(B)(6) REQUEST (2.3).

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EXHIBIT D

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TIMEKEEPER	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
GNOV NOVOD, G	06/17/09	Wed	3.00	1,845.00	0.23 F 1 EDIT TO AIRCRAFT LEASE REJECTION ORDER,	<u>MATTER NAME: MOTIONS</u>
					0.23 A 2 DISCUSSION W/K. ECKSTEIN,	
					0.24 A 3 CALL W/DON (0.7),	
					0.58 A 4 CALL W/CHAMBERS,	
					0.58 A 5 CALL W/LATHAM, DON (HONIGMAN) RE AIRCRAFT LEASE REJECTION,	
					0.57 A 6 EMAIL RE EXTENSIONS,	
					0.57 A 7 CALL W/T. MAYER RE SALE ORDER (2.3);	
						<u>MATTER NAME: MOTIONS</u>
						1 CALL TO STEVE K. (0.1).
						0.20 F 2 CALL W/WEIL GOTSHAL RE TRAVELERS (0.2).
						1.00 F 3 DISCUSSION WITH ELISE RE ESSENTIAL SUPPLIER ORDER, SUPPLIER ISSUES (1.0).
						1.07 A 4 CALL WITH MICHELE M. LACEY RE AD-HOC COMMITTEE REQUESTS,
						1.07 A 5 CALL W/RETIREE COMMITTEE COUNSEL,
						1.06 A 6 MEETING WITH E. FREIKA RE ESSENTIAL SUPPLIER, FOREIGN VENDOR ORDERS (3.2).
						0.90 F 7 REVIEW OF PENDING MOTIONS, 1114 REQUEST (0.9).
						<u>MATTER NAME: 363 SALE ISSUES</u>
						1 EDIT TO ISSUE LIST,
						2 CALLS RE SAME,
						3 EMAILS RE SAME,
						4 DISCUSSION W/KRISTEN C. VICTOR, EMAILS TO DANNIE CHO RE REVIEW OF OBJECTIONS,
						<u>MATTER NAME: 363 SALE ISSUES</u>
						1 REVISIONS TO SALE ORDER, REVIEW OF MSPA, ISSUES LIST, EMAILS TO L. MACKS (0.7);
						0.60 F 2 REVIEW OF COMMENTS TO ISSUES LIST (0.6);
						3.20 F 3 ADDITIONAL EMAILS RE ISSUES LIST, EDITS RE SAME (3.2);
						<u>MATTER NAME: CASE ADMINISTRATION</u>
						1 EMAIL TO KEN S. L. MACKS (0.1),
						0.53 A 2 DISCUSSION W/J. SHARRETT RE PENDING MOTIONS, DISCOVERY,
						0.53 A 3 DISCUSSION W/R. SCHMIDT, L. MACKS (0.1), J. MAYER, J. SHARRETT RE SAME (1.6),

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EXHIBIT D
BLOCK BILLING

Kramer Levin Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS	DESCRIPTION
<u>MATTER NAME: 363 SALE ISSUES</u>					
GNOV NOVOD, G	06/23/09	5.20	3,198.00	3.00 A	1 REVIEW OF SALE ORDER,
<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u>					
\$615.00	06/24/09	1.90	1,168.50	0.63 A	1 MEETING FOLLOW-UP EMAIL TO M. WILLIAMS,
				0.63 A	2 CALL W/KEITH MARTORANA
				0.64 A	3 CALL W/J. SHARRET RE REQUEST (1.9);
				0.80 F	4 DISCUSSIONS W/J. SHARRET RE COMMITTEE UPDATES (1.8);
<u>MATTER NAME: 363 SALE ISSUES</u>					
\$615.00	06/24/09	5.50	3,198.00	0.97 A	1 REVIEW SALE ORDER, COMMENTS THERETO, EDITS TO SAME,
				0.97 A	2 CALL W/J. TRACHTMAN,
				0.96 A	3 EMAILS RE SAME (2.9);
				0.10 A	4 CALL W/JUDGE GERBER'S CLERK,
				0.10 A	5 EMAIL RE SAME (0.2).
				1.15 A	6 CALL W/J. ROCCHON RE LITIGATION ISSUES,
				1.15 A	7 CALL W/A. ROGOFF,
				0.10 S	8 CALL W/R. CHAIKIN;
<u>MATTER NAME: 363 SALE ISSUES</u>					
\$615.00	06/25/09	7.30	4,489.50	0.60 A	1 MEETING W/A. ROGOFF RE SALE ORDER,
				0.60 A	2 CALL W/J. DAVIS RE SALES ISSUES,
				0.60 A	3 EDIT TO SALE ORDER (1.8);
				0.10 A	4 CALL W/T. MAYER RE OBJECTION TO SALE,
				0.10 A	5 REVIEW OF EMAIL FROM BOB,
				0.10 A	6 EMAIL TO L. MACKSOU D RE SALE OBJECTIONS (0.3);
				1.83 A	7 CALL W/T. MAYER,
				1.83 A	8 CALL W/MICHELE M,
				1.84 A	9 EDIT TO ORDER (5.5);
				1.10 F	10 REVIEW OF CASE MANAGEMENT ORDER, SALE ORDER EDITS (1.1).

~ See the last page of exhibit for explanation

EXHIBIT D

BLOCK BILLING

Kramer, Levin, Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
GNOV NOVOD, G	06/26/09 Fri	2.60	2.10	1,291.50	0.20 F	MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES 1 CALL W/FTI (0.2); 2 DISCUSSION W/J. SHARRET (0.3); 3 DISCUSSION W/ENK, T. MOLNER;
					0.45 A	4 DRAFT LETTER TO JENNIFER CWT, WELL RE SALE DOCUMENTS (0.9);
					0.45 A	5 DISCUSSION WITH KEN K.,
					0.60 A	6 CALL W/ PAM B, JENN R, J. SHARRET, AND J. DAVIS, (1.2)
						MATTER NAME: HEARINGS
\$615.00	06/30/09 Tue	7.00	6.00	3,690.00	0.50 F	MATTER NAME: HEARINGS 1 PREPARATION OF SALE HEARING, REVIEW OF FILINGS, ETC. (0.5); 2 SALE HEARING,
					3.00 A	3 WORKING TRAVEL TO AND FROM (6.0);
					3.00 A	4 CALL W/ R. CHAIKIN (0.5);
					0.50 F	
						MATTER NAME: 363 SALE ISSUES
\$615.00	06/30/09 Tue	7.80	7.10	4,366.50	0.25 A	MATTER NAME: 363 SALE ISSUES 1 EMAIL TO BLABEY,
					0.25 A	2 CALL TO JEFF T RE SALE ISSUES (0.5);
					0.75 A	3 EMAILS TO D. BLABEY,
					0.75 A	4 REVIEW OF DOCKET AND SALE OBJECTIONS (1.5);
					0.40 A	5 REVIEW HERTZ STIPULATION,
					0.40 A	6 DISCUSSION W/ADAM RE GECC STIPULATION,
					0.40 A	7 REVISIONS RE SAME, (1.2);
					0.20 F	8 CALL W/EN R (0.2);
					2.20 A	9 EDIT TO SALE ORDER,
					2.20 A	10 CALL W/B. SEIDEL RE SAME (4.4).
						MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES 1 VARIOUS CONFERENCE CALLS,
\$615.00	07/04/09 Sat	4.90	4.80	2,952.00	0.93 A	1 EMAILS,
					0.93 A	2 EMAILS,
					0.92 A	3 RESEARCH,
					0.92 A	4 REVIEW OF DOCUMENTS RE 363 TRANSACTION (3.7);
					1.10 A	5 CALL W/K. KOPELMAN, T. MOLNER, A. FREEDMAN, EMAILS RE SAME, (1.1);
					0.10 A	6 REVIEW OF OTHER SALE RELATED EMAIL, (1.1);

~ See the last page of exhibit for explanation

EXHIBIT D
BLOCK BILLING

Kramer Levin Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS	DESCRIPTION
<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u>								
GNOV NOVOD, G	07/06/09	6.20	GNOV NOVOD, G	07/06/09	2.30	1,414.50	1.15 A	1 REVIEW OF EMAILS, PREP FOR COMMITTEE MEETING,
<u>MATTER NAME: DELPHI</u>								
\$615.00	07/06/09	1.80	\$615.00	07/07/09	8.60	1,107.00	1.30 F	1 REVIEW OF EMAILS RE DELPHI. (1.3).
							0.40 F	2 DISC. W/ R. SCHMIDT, J. SHARRET (4).
							0.60 A	3 CALL W/ ROB. AT WEIL GOTSHAL,
							0.60 A	4 CALL W/ A. PHILLIPS AT FTI, R. SCHMIDT. (1.2).
							0.60 F	5 CALLS W/ J. TAYLOR RE DELPHI. (6).
							0.20 A	6 ATTENTION TO OPEN ISSUES, MEETING WITH J. SHARRET RE DELPHI, REJECTION QUESTIONS, ETC.
							0.20 A	7 CALL W/ A. CATON,
							0.20 F	8 CALL W/ A. PHILLIPS, CALL RE DIP. (6).
							1.00 A	9 CALL RE DELPHI TRANSACTION,
							1.00 A	10 REVIEW OF ASSIGNMENT RE SAME. (2.0).
							1.80 F	11 DRAFT ORDER RIDERS, REVIEW OF CORP. AGREEMENTS. (1.8).
							0.70 F	12 REVIEW OF DRAFTS, EMAIL TO J. SHARRET (7).

~ See the last page of exhibit for explanation

EXHIBIT D
BLOCK BILLING

Kramer Levin Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS	DESCRIPTION
GNOV NOVOD, G	07/09/09	3.50	1.60	984.00	<u>MATTER NAME: DELPHI</u> 1 CALL W/ ROBL. (2). 0.20 F 0.27 A 2 CALL W/ ROBL. 0.27 A 3 EMAIL TO J. TAYLOR. 0.26 A 4 CALL W/ J. SHARRET RE DELPHI TRANSACTION. (8). 0.20 F 5 CALL W/ ROB L. (2). 0.80 F 6 MEETING WITH J. SHARRET (1). 0.10 F 7 CALL W/ J. TAYLOR (1). 0.30 F 8 REVIEW OF ASSIGNMENT AGREEMENT. (3). 0.30 F 9 CALL W/ J. TAYLOR, R. CHAININ (3). 0.20 A 10 REVIEW OF DELPHI INNOVATION. 0.20 A 11 DISC. W/ J. SHARRET. 0.20 A 12 EMAIL TO ROBL. 0.20 A 13 EMAIL TO J. TAYLOR (8).
\$615.00	07/14/09	0.60	0.60	369.00	<u>MATTER NAME: MOTIONS</u> 1 CALL W/ PABLO. 2 REVIEW OF SETTLEMENT ORDER. 3 EMAILS RE TEAM. 4 REVIEW OF FILED MOTIONS.
\$615.00	07/22/09	4.20	2.20	1,353.00	<u>MATTER NAME: HEARINGS</u> 1.10 A 1 PREPARATION FOR LEASE/CONTRACT REJECTION MOTION HEARING. 1.10 A 2 WORKING TRAVEL TO AND FROM SAME. (2.2). 2.00 F 3 HEARING ON LEASE/CONTRACT REJECTIONS RE STILLWATER MINING. (2.0).
NUMBER OF ENTRIES:	29	113.00	69,495.00		
EPAT PATT, E	06/11/09	3.20	3.20	1,232.00	<u>MATTER NAME: 363 SALE ISSUES</u> 1 MEET WITH H. WAXMAN TO DISCUSS 363(M) RESEARCH ASSIGNMENT; 2 BEGIN PRELIMINARY 363(M) RESEARCH.
GPL PLOTKO, G	09/11/09	1.80	1.80	1,197.00	<u>MATTER NAME: CLAIMS ADMINISTRATION & OBJECTIONS</u> 1 REVIEW B/R DATE MOTION AND PROPOSE CHANGES TO MOTION; 2 DISC W/ L. MACKSOU D RE SAME.
NUMBER OF ENTRIES:	1	3.20	1,232.00		

~ See the last page of exhibit for explanation

EXHIBIT D PAGE 20 of 39

EXHIBIT D
BLOCK BILLING
Kramer Levin Naftalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
GPL PLOTKO, G	\$665.00	09/21/09	Mon	2.20	2.20	1,463.00	<u>MATTER NAME: ENVIRONMENTAL ISSUES</u> 1 REVIEW EMAIL RE ASARCO PLAN; 2 MEETING WITH FTI PROFESSIONALS RE ENVIRONMENTAL CLAIMS.
	\$665.00	09/22/09	Tue	1.90	1.90	1,263.50	<u>MATTER NAME: ENVIRONMENTAL ISSUES</u> 1 ATTENDED MEETING ON GM ENVIRONMENTAL CLAIMS AND 2 FOLLOW-UP DISC.
NUMBER OF ENTRIES:	3			5.90		3,923.50	
VREG REGAL, V	\$385.00	06/23/09	Tue	5.30	5.30	2,040.50	<u>MATTER NAME: 363 SALE ISSUES</u> 1 SUMMARIZED OBJECTIONS AND ADDED THEM TO THE MASTER CHART. 2 STATUS UPDATE PHONE CALL WITH JEN ROCHON.
NUMBER OF ENTRIES:	1			5.30		2,040.50	
AREZ REZNICK, A	\$775.00	09/16/09	Wed	1.80	1.80	1,395.00	<u>MATTER NAME: EXECUTORY CONTRACT</u> 1 REVIEW SALE DOCUMENTS RE: INSURANCE; 2 TIC J. SHARRET.
	\$775.00	09/17/09	Thu	1.70	1.70	1,317.50	<u>MATTER NAME: EXECUTORY CONTRACT</u> 1 REVIEW A. ROGOFF EMAILS; 2 REVIEW PURCHASE AND SALE AGREEMENT RE: INSURANCE.
NUMBER OF ENTRIES:	3			5.30		4,107.50	
BRIG RIGEL, B	\$650.00	07/27/09	Mon	2.40	2.40	1,560.00	<u>MATTER NAME: TAX ISSUES</u> 1 OFF CONF. WI B. HERZOG; 2 PREPARE DEALER SUMMARY.
NUMBER OF ENTRIES:	1			2.40		1,560.00	

JROC
ROCHON, J
~ See the last page of exhibit for explanation

EXHIBIT D
BLOCK BILLING

Kramer Levin Naftalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
<i>MATTER NAME: DISCOVERY/DEPOSITIONS</i>							
JROC ROCHON, J	\$680.00	06/24/09	Wed	7.30	1.20	816.00	1.20 F 1 ORGANIZING DISCOVERY ON VARIOUS OBJECTIONS (1.2); 0.50 F 2 MEETING WITH LITIGATION TEAM (0.5); 0.30 F 3 E-MAIL TO ROGOFF AND SCHMIDT REGARDING DISCOVERY (0.3); 0.10 F 4 TELEPHONE CALLS WITH JOHN NEWIRTH (0.1); 1.20 F 5 REVIEWING AND ANALYSIS OF DISCOVERY REQUESTS (1.2); 2.20 F 6 ANALYSIS OF COMMITTEE OBJECTION AND PREPARATION FOR DEPOSITION (2.2); 0.10 F 7 TELEPHONE CALL WITH A. ROGOFF AND TELEPHONE CALL WITH G. NOVOD (0.1); 0.30 F 8 MEETING WITH SCHULMAN (0.3); 0.20 F 9 TELEPHONE CALL WITH G. NOVOD AND R. SCHMIDT RE: DISCOVERY (0.2); 0.60 A 10 REVIEWING AND ANALYSIS OF CONFIDENTIALITY ORDERS PROPOSED AND CONFIDENTIAL PROVISIONS OF COMMITTEE BY-LAWS; 0.60 A 11 TELEPHONE CALLS AND E-MAILS WITH SCHMIDT AND WEIL REGARDING SAME (1.2).
<i>MATTER NAME: DISCOVERY/DEPOSITIONS</i>							
							1 PARTICIPATED IN DEPOSITION OF MIKE RALEIGH; 2 DRAFTED MEMO UPDATES ON THE DEPOSITION FOR COMMITTEE.
NUMBER OF ENTRIES:	2			10.70	7,276.00		
<i>MATTER NAME: DEALERSHIP MATTERS</i>							
ACRO ROGOFF, A	\$795.00	06/05/09	Fri	1.60	1.60	1,272.00	1 DISCUSSIONS AND EMAILS WITH DEALER REPRESENTATIVES ABOUT ASSUMPTION AND REJECTION PROCESS; 2 CALLS AND EMAILS L. MACKSOUID AND C. AUGUSTE REGARDING SAME.
<i>MATTER NAME: DEALERSHIP MATTERS</i>							
							1 DISCUSSIONS AND EMAILS WITH DEALER REPRESENTATIVES ABOUT ASSUMPTION AND REJECTION PROCESS; 2 CALLS AND EMAILS L. MACKSOUID AND C. AUGUSTE REGARDING SAME.
\$795.00	06/08/09	Mon	1.10	1.10	874.50		
<i>MATTER NAME: DEALERSHIP MATTERS</i>							
							1 DISCUSSIONS AND EMAILS WITH DEALER REPRESENTATIVES ABOUT ASSUMPTION AND REJECTION PROCESS; 2 CALLS AND EMAILS L. MACKSOUID AND C. AUGUSTE REGARDING SAME (1.8); 3 ATTN. TO TAX ISSUES REGARDING TERMINATION AND 4 CALLS COMMITTEE MEMBERS REGARDING SAME (6).
\$795.00	06/11/09	Thu	1.40	1.40	1,113.00	0.40 A 0.40 A 0.40 A 0.40 A 0.40 A 2 CALLS AND EMAILS L. MACKSOUID AND C. AUGUSTE REGARDING SAME; 0.30 A 3 ATTN. TO TAX ISSUES REGARDING TERMINATION AND 0.30 A 4 CALLS COMMITTEE MEMBERS REGARDING SAME (6).	
<i>MATTER NAME: DEALERSHIP MATTERS</i>							
							1 DISCUSSIONS AND EMAILS WITH DEALER REPRESENTATIVES ABOUT ASSUMPTION AND REJECTION PROCESS; 2 CALLS AND EMAILS L. MACKSOUID AND C. AUGUSTE REGARDING SAME; 3 ATTN. TO WIND DOWN AGREEMENT ISSUES AND EMAILS SMOLINSKY REGARDING SAME.
\$795.00	06/15/09	Mon	1.40	1.40	1,113.00		

~ See the last page of exhibit for explanation

EXHIBIT D
BLOCK BILLING

Kramer Levin Naftalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
MATTER NAME: DEALERSHIP MATTERS							
ACRO ROGOFF, A	\$795.00	06/16/09	Tue	1.10	1.10	874.50	1 DISCUSSIONS AND EMAILS WITH DEALER REPRESENTATIVES ABOUT ASSUMPTION AND REJECTION PROCESS; 2 CALLS AND EMAILS WITH FTI AND MACKSOUD REGARDING SAME; 3 EMAILS SMOLINSKY REGARDING SAME.
MATTER NAME: 363 SALE ISSUES							
	\$795.00	06/16/09	Tue	2.30	1,828.50	1 ATTN TO SALE ISSUES TO NEW GM AND REVIEW OF DOCUMENTS, INCLUDING COMMITTEE MEMOS. 2 CALLS FTI/RE: COORDINATION AND SALE ISSUES.	
MATTER NAME: DEALERSHIP MATTERS							
	\$795.00	06/17/09	Wed	1.00	1.00	795.00	1 DISCUSSIONS AND EMAILS WITH DEALER REPRESENTATIVES ABOUT ASSUMPTION AND REJECTION PROCESS; 2 ATTN TO BRAND SALE ISSUES AND EMAILS TO C. AUGUSTE REGARDING SAME; 3 CALLS AND EMAILS WITH FTI AND L. MACKSOUD REGARDING SAME; 4 EMAILS SMOLINSKY REGARDING SAME.
MATTER NAME: 363 SALE ISSUES							
	\$795.00	06/19/09	Fri	1.70	1.70	1,351.50	1 ATTN TO SALE ISSUES TO NEW GM AND REVIEW OF DOCUMENTS, INCLUDING OBJECTION ISSUES. 2 CALLS FTI/RE: COORDINATION AND SALE ISSUES.
MATTER NAME: 363 SALE ISSUES							
	\$795.00	06/22/09	Mon	3.10	3.10	2,464.50	1 ATTN TO SALE ISSUES TO NEW GM AND REVIEW OF DOCUMENTS, INCLUDING OBJECTIONS TO SALE AND PROPOSED SALE ORDER. 2 ATTN TO MTG WITH US TREASURY AND TRANSACTION ISSUES; 3 REVIEW MEMOS RE: SAME.
MATTER NAME: 363 SALE ISSUES							
	\$795.00	06/24/09	Wed	1.70	1.70	1,351.50	1 ATTN TO SALE ISSUES TO NEW GM AND REVIEW OF DOCUMENTS, INCLUDING COMMITTEE MEMOS; 2 REVIEW AND REVISE LIMITED SALE OBJECTION AND 3 INTERNAL DISCUSSIONS REGARDING SAME.
MATTER NAME: 363 SALE ISSUES							
	\$795.00	06/25/09	Thu	2.20	2.20	1,749.00	1 ATTN TO SALE ISSUES TO NEW GM AND REVIEW OF DOCUMENTS, INCLUDING PROPOSED SALE ORDER AND INTERNAL DISCUSSIONS REGARDING SAME; 2 CALLS AND EMAILS K. CORDRY RE: SAME; 3 MTG NOVOD RE: SAME.
MATTER NAME: SUPPLIER MATTERS							
	\$795.00	06/26/09	Fri	0.90	0.90	715.50	1 ATTN. TO SUPPLIER ISSUES; 2 CALLS AND EMAILS B. SEIDEL RE: SAME; 3 CALLS AND EMAILS COMMITTEE MEMBERS RE: SAME.

~ See the last page of exhibit for explanation

EXHIBIT D
BLOCK BILLING

Kramer Levin Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS ~	DESCRIPTION
ACRO ROGOFF, A	06/26/09	1.50	1,192.50		<u>MATTER NAME: DEALERSHIP MATTERS</u> 1 ATTN TO DEALER ISSUES; 2 CALLS AND EMAILS SMOLINSKY AND MACKSOUD RE: SAME; 3 CALLS AND EMAILS COMMITTEE MEMBERS RE: SAME;
	06/26/09	2.90	2,305.50		<u>MATTER NAME: 363 SALE ISSUES</u> 1 ATTN TO SALE ISSUES TO NEW GM AND REVIEW OF DOCUMENTS, INCLUDING PROPOSED SALE ORDER AND INTERNAL DISCUSSIONS REGARDING SAME; 2 CALLS AND EMAILS K CORDRY RE: SAME;
					<u>3 MTG NOV/09 RE: SAME;</u>
					<u>4 CALLS SUPPLIERS RE: SALE ORDER;</u>
					<u>5 REVIEW OF OBJECTIONS.</u>
					<u>MATTER NAME: DEALERSHIP MATTERS</u> 1 ATTN TO DEALER ISSUES;
					<u>2 EMAILS SMOLINSKY AND L. MACKSOUD RE: SAME;</u>
					<u>3 CALLS AND EMAILS COMMITTEE MEMBERS RE: SAME.</u>
					<u>MATTER NAME: DEALERSHIP MATTERS</u> 1 ATTN TO DEALER ISSUES;
					<u>2 EMAILS SMOLINSKY AND L. MACKSOUD RE: SAME;</u>
					<u>3 CALLS AND EMAILS WITH COMMITTEE MEMBERS RE: SAME.</u>
					<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u> 1 PREPARE FOR AND PARTICIPATE IN COMMITTEE CALLS RE: POST-SALE GOVERNANCE ISSUES;
					<u>2 INTERNAL MEETINGS RE: SAME.</u>
					<u>MATTER NAME: DEALERSHIP MATTERS</u> 1 ATTN TO DEALER ISSUES;
					<u>2 EMAILS DEALERS RE: COURT'S DECISION ON DEALER ISSUES;</u>
					<u>3 EMAILS REGARDING GMAC DEALER FINANCING.</u>
					<u>MATTER NAME: 363 SALE ISSUES</u> 1 ATTN TO SALE ISSUES TO NEW GM AND REVIEW OF DOCUMENTS, INCLUDING DECISION APPROVING SALE ORDER AND INTERNAL DISCUSSIONS REGARDING SAME;
					<u>2 ATTN TO APPEAL MATTERS.</u>
					<u>MATTER NAME: DEALERSHIP MATTERS</u> 1 ATTN TO DEALER ISSUES;
					<u>2 EMAILS TO MCCROY AND FRANKEL, L. MACKSOUD AND J. SMOLINSKY, AND C. AUGUSTE REGARDING SAME.</u>

~ See the last page of exhibit for explanation

EXHIBIT D
BLOCK BILLING
Kramer Levin Naftalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
<i>MATTER NAME: DEALERSHIP MATTERS</i>							
ACRO ROGOFF, A	\$795.00	07/16/09	Thu	0.80	0.80	636.00	1 ATTN TO DEALER ISSUES; 2 EMAILS WI DEALERS RE: REMAINING BRANDS; 3 EMAILS WI WEIL REGARDING SAME; 4 EMAILS WI L. MACKSOU REGARDING SAME.
<i>MATTER NAME: DEALERSHIP MATTERS</i>							
	\$795.00	07/17/09	Fri	1.00	1.00	795.00	1 ATTN TO DEALER ISSUES; 2 EMAILS DEALERS RE: REMAINING BRANDS; 3 EMAILS WEIL REGARDING SAME; 4 EMAILS FTI REGARDING SAME; 5 REVIEW DEALER REJECTION MOTION AND EMAILS REGARDING ISSUES FROM SAME.
<i>MATTER NAME: MEETINGS WITH DEBTORS/OTHER MAJOR CONSTITUENTS</i>							
	\$795.00	08/25/09	Tue	4.80	4.80	3,816.00	1 ATTN TO ENVIRONMENTAL ISSUES FOR REMAINING PROPERTIES; 2 PREPARE FOR AND PARTICIPATE IN MEETING WITH DEBTORS REGARDING SAME.
<i>MATTER NAME: MOTIONS</i>							
	\$795.00	08/31/09	Mon	2.70	2.70	2,146.50	1 REVIEW RECENTLY FILED PLEADINGS AND DOCUMENTS, INCLUDING STAY RELIEF ORDERS AND MOTIONS, CURE OBJECTIONS, AND OTHER POST-SALE RELATED DOCUMENTS; 2 EMAILS TO EILMAN, Y. CHERNIYAK AND G. PLOTKO RE: SAME, ATTN TO WIND DOWN ISSUES, INCLUDING STATUS OF PENDING MOTIONS AND REVIEW RECENTLY FILED PLEADINGS; 3 EMAILS A. CATON, L. MACKSOU, J. SHARRET AND G. PLOTKO RE: SAME.
<i>MATTER NAME: MOTIONS</i>							
	\$795.00	09/01/09	Tue	1.80	1.80	1,431.00	1 ATTN TO WIND DOWN ISSUES, INCLUDING STATUS OF PENDING MOTIONS; 2 REVIEW RECENTLY FILED PLEADINGS; 3 EMAILS A. CATON, L. MACKSOU, J. SHARRET AND G. PLOTKO RE: SAME.
<i>MATTER NAME: MOTIONS</i>							
	\$795.00	09/02/09	Wed	1.20	1.20	954.00	1 ATTN TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED MOTIONS; 2 EMAILS A. CATON, L. MACKSOU, J. SHARRET AND PLOTKO RE: SAME.
<i>MATTER NAME: MOTIONS</i>							
	\$795.00	09/03/09	Thu	1.30	1.30	1,033.50	1 ATTN TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED MOTIONS; 2 EMAILS AND MEETINGS MACKSOU, SHARRET AND PLOTKO RE: SAME.
<i>MATTER NAME: ENVIRONMENTAL ISSUES</i>							
	\$795.00	09/04/09	Fri	1.30	1.30	1,033.50	1 CALL WITH BERZ AND C. WARREN RE: ENVIRONMENTAL ISSUES FOR REMAINING PROPERTIES; 2 REVIEW MATERIALS REGARDING SAME.

~ See the last page of exhibit for explanation

EXHIBIT D
BLOCK BILLING

Kramer Levin Naftalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	FEES	TASK HOURS	DESCRIPTION
ACRO ROGOFF, A	\$795.00	09/10/09	Thu 2.30	1,828.50		<u>MATTER NAME: MOTIONS</u>
						1 ATTN TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED PLEADINGS AND DOCUMENTS;
						2 EMAILS AND CALLS J. MAYER, A. CATON, L. MACKSOUD, J. SHARRET AND G. PLOTKO RE: SAME.
						<u>MATTER NAME: MOTIONS</u>
						1 ATTN TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED PLEADINGS AND DOCUMENTS;
						2 EMAILS AND CALLS J. SMOLINSKY, S. KAROTKIN, A. CATON, L. MACKSOUD, J. SHARRET AND G. PLOTKO RE: SAME.
						<u>MATTER NAME: HEARINGS</u>
						1 PREPARE FOR AND ATTEND OMNIBUS HEARING;
						2 EMAILS AND CALLS S. SMOLINSKY, L. MACKSOUD, J. SHARRET AND G. PLOTKO RE: SAME
						<u>MATTER NAME: MOTIONS</u>
						1 ATTN TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED PLEADINGS AND DOCUMENTS;
						2 EMAILS AND CALLS J. SMOLINSKY, S. KAROTKIN, A. CATON, L. MACKSOUD, J. SHARRET AND G. PLOTKO RE: SAME.
						<u>MATTER NAME: PLAN & DISCLOSURE STATEMENT</u>
						1 ATTN TO PLAN STRUCTURE ISSUES;
						2 EMAILS AND CALLS T. MAYER, A. CATON, L. MACKSOUD, J. SHARRET AND G. PLOTKO RE: SAME.
						<u>MATTER NAME: MOTIONS</u>
						1 ATTN TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED PLEADINGS AND DOCUMENTS;
						2 EMAILS AND CALLS J. SMOLINSKY, S. KAROTKIN, A. CATON, L. MACKSOUD, J. SHARRET AND G. PLOTKO RE: SAME.
						<u>MATTER NAME: MOTIONS</u>
						1 ATTN TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED PLEADINGS AND DOCUMENTS;
						2 EMAILS AND CALLS J. SMOLINSKY, S. KAROTKIN, A. CATON, L. MACKSOUD, J. SHARRET AND G. PLOTKO RE: SAME.
						<u>MATTER NAME: EXECUTORY CONTRACT</u>
						1 ATTN TO ASSET SALE AND EXECUTORY CONTRACT ISSUES;
						2 EMAILS S. SMOLINSKY AND J. SHARRET RE: SAME;
						3 CALLS RE: SAME.
						<u>MATTER NAME: MOTIONS</u>
						1 ATTN TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED PLEADINGS AND DOCUMENTS;
						2 EMAILS AND CALLS J. SMOLINSKY, S. KAROTKIN, A. CATON, L. MACKSOUD, J. SHARRET AND G. PLOTKO RE: SAME.

~ See the last page of exhibit for explanation

EXHIBIT D
BLOCK BILLING

Kramer Levin Naftalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
ACRO ROGOFF, A							
ACRO ROGOFF, A	\$795.00	09/18/09	Fr	0.90	0.90	715.50	MATTER NAME: EXECUTORY CONTRACT 1 ATTN TO ASSET SALE AND EXECUTORY CONTRACT ISSUES; 2 EMAILS HONIGMAN AND SHARRET RE: SAME; 3 CALLS RE: SAME.
MATTER NAME: MOTIONS							
	\$795.00	09/18/09	Fr	2.70	2.70	2,146.50	1 ATTN TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED PLEADINGS AND DOCUMENTS; 2 EMAILS AND CALLS J. SMOLINSKY, S. KAROTKIN, A. CATON, L. MACKSOU, J. SHARRET AND G. PLOTKO RE: SAME.
MATTER NAME: MOTIONS							
	\$795.00	09/21/09	Mon	2.50	2.50	1,987.50	1 ATTN TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED PLEADINGS AND DOCUMENTS; 2 EMAILS AND CALLS J. SMOLINSKY, S. KAROTKIN, A. CATON, L. MACKSOU, J. SHARRET AND G. PLOTKO RE: SAME.
MATTER NAME: EXECUTORY CONTRACT							
	\$795.00	09/22/09	Tue	1.10	1.10	874.50	1 ATTN TO ASSET SALE AND EXECUTORY CONTRACT ISSUES; 2 EMAILS SHARRET RE: SAME; 3 CALLS WEIL RE: SAME.
MATTER NAME: PLAN & DISCLOSURE STATEMENT							
	\$795.00	09/22/09	Tue	1.60	1.60	1,272.00	1 ATTN TO PLAN STRUCTURE ISSUES; 2 MTGS FT AND T. MAYER RE: SAME.
MATTER NAME: MOTIONS							
	\$795.00	09/22/09	Tue	2.50	2.50	1,987.50	1 ATTN TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED PLEADINGS AND DOCUMENTS; 2 EMAILS AND CALLS J. SMOLINSKY, S. KAROTKIN, A. CATON, L. MACKSOU, J. SHARRET AND G. PLOTKO RE: SAME.
MATTER NAME: CLAIMS ADMINISTRATION & OBJECTIONS							
	\$795.00	09/23/09	Wed	0.90	0.90	715.50	1 ATTN TO CLAIMS SETTLEMENT PROCEDURES; 2 MTGS AND EMAILS W/ J. SHARRET RE: SAME; 3 EMAILS WEIL RE: SAME.
MATTER NAME: EXECUTORY CONTRACT							
	\$795.00	09/23/09	Wed	0.90	0.90	715.50	1 ATTN TO ASSET SALE AND EXECUTORY CONTRACT ISSUES; 2 EMAILS SHARRET RE: SAME; 3 MEETING REZNICK REGARDING SAME.

~ See the last page of exhibit for explanation

EXHIBIT D
BLOCK BILLING

Kramer Levin Naftalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
ACRO ROGOFF, A	\$795.00	09/24/09	Thu	1.60	1.60	1,272.00	<u>MATTER NAME: EXECUTORY CONTRACT</u> 1 ATTENTION TO ASSET SALE AND EXECUTORY CONTRACT ISSUES; 2 E-MAILS AND CALLS J. REZNICK, J. SMOLINSKY, BERZ AND J. SHARRET RE: SAME.
	\$795.00	09/24/09	Thu	2.20	2.20	1,749.00	<u>MATTER NAME: MOTIONS</u> 1 ATTENTION TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED PLEADINGS AND DOCUMENTS; 2 E-MAILS AND CALLS J. SMOLINSKY, A. CATON, L. MACKSOU, J. SHARRET AND G. PLOTKO RE: SAME.
	\$795.00	09/25/09	Fri	1.10	1.10	874.50	<u>MATTER NAME: EXECUTORY CONTRACT</u> 1 ATTENTION TO ASSET SALE AND EXECUTORY CONTRACT ISSUES; 2 CALLS J. SMOLINSKY AND J. SHARRET RE: SAME.
	\$795.00	09/25/09	Fri	3.10	3.10	2,464.50	<u>MATTER NAME: MOTIONS</u> 1 ATTENTION TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED PLEADINGS AND DOCUMENTS; 2 E-MAILS AND CALLS J. SMOLINSKY, A. CATON, L. MACKSOU, J. SHARRET AND G. PLOTKO RE: SAME.
	\$795.00	09/29/09	Tue	2.10	2.10	1,669.50	<u>MATTER NAME: MOTIONS</u> 1 ATTENTION TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED PLEADINGS AND DOCUMENTS; 2 E-MAILS AND CALLS J. SMOLINSKY, S. KAROTKIN, A. CATON, L. MACKSOU, J. SHARRET AND G. PLOTKO RE: SAME.
	\$795.00	09/30/09	Wed	2.70	2.70	2,146.50	<u>MATTER NAME: EXECUTORY CONTRACT</u> 1 ATTENTION TO ASSET SALE AND EXECUTORY CONTRACT ISSUES; 2 E-MAILS AND CALLS RONIT (FTI), J. SMOLINSKY, WEISS AND J. SHARRET RE: SAME.
	\$795.00	09/30/09	Wed	3.20	3.20	2,544.00	<u>MATTER NAME: MOTIONS</u> 1 ATTENTION TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED PLEADINGS AND DOCUMENTS; 2 E-MAILS AND CALLS J. SMOLINSKY, S. KAROTKIN, A. CATON, L. MACKSOU, J. SHARRET AND G. PLOTKO RE: SAME.
NUMBER OF ENTRIES:	52			96.70		76,876.50	
JROS ROSEN SAFT, J	\$600.00	09/30/09	Wed	5.00	1.10	660.00	<u>MATTER NAME: CORPORATE & SECURITIES MATTERS</u> 1 ATTENTION TO LIQUIDATING TRUST STRUCTURE PROPOSAL (15); 2 RELATED SECURITIES LAW RESEARCH (24); 1.10 F 3 RELATED CALLS AND CORRESPONDENCE WITH T. MAYER, A. DIENSTAG AND G. PLOTKO (1:1).
NUMBER OF ENTRIES:	1			1.10		660.00	

RTSC
SCHMIDT, R

~ See the last page of exhibit for explanation

EXHIBIT D
BLOCK BILLING

Kramer Levin Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
RTSC SCHMIDT, R	06/05/09 Fri	2.20	0.80	588.00	0.90 F 0.50 F 0.40 A 0.40 A	<u>MATTER NAME: RETENTION OF PROFESSIONALS</u> 1 REVIEW INTERNAL CONFLICTS RETURNS AND ATTN TO PREP OF RETENTION DISCLOSURE AFFIDAVIT (9); 2 OIC'S E. FREJKA AND VARIOUS KL PARTNERS RE SAME (5); 3 ATTN TO ISSUES RE SELECTION OF CONFLICT COUNSEL; 4 MULTIPLE TICS FIRMS RE SAME;
\$735.00	06/06/09 Sat	1.90	1.90	1,396.50	1 PRELIMINARY REVIEW OF TRANSITION SERVICE AGREEMENTS AND MASTER LEASE AGMT INCLUDING 2 MULTIPLE TICS AND E-MAILS AND 3 REVIEW PRELIMINARY ISSUE LIST.	<u>MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT</u>
\$735.00	06/08/09 Mon	2.10	2.10	1,543.50	1 PREPARE FOR AND PARTICIPATE IN COMMITTEE CALL, 2 INCLUDING POST-MEETING CONFERENCES RE ALL ISSUES.	<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u>
\$735.00	06/09/09 Tue	2.90	1.40	1,029.00	0.70 A 0.70 A 1.20 F 0.15 A 0.15 A	<u>MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES</u> 1 CONTINUED REVIEW OF MPA AND TIC RE SAME; 2 TICS AND OIC'S CORPORATE TEAM RE SAME (14); 3 ATTN TO REVIEW OF BID PROCEDURES ORDER AND EXECUTORY CONTRACT ISSUES RE SAME (12); 4 OIC TOM MOLNER RE REGISTRATION RIGHTS; 5 REVIEW TERM SHEET RE SAME (3)
\$735.00	06/10/09 Wed	1.00	1.00	735.00	1 PREP FOR AND PARTICIPATE ON CONF CALL AT JENNER & BLOCK AND KL CORPORATE TEAM RE APA, TSA AND RELATED ISSUES; 2 FOLLOW UP RE SAME; 3 REVIEW DOCS RE SAME.	<u>MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES</u>
\$735.00	06/10/09 Wed	1.50	1.50	1,102.50	1 CONTINUED REVIEW OF CONFLICT DATABASE; 2 WORK ON RETENTION PREP; 3 MULTIPLE OIC'S E. FREJKA RE ALL ISSUES	<u>MATTER NAME: RETENTION OF PROFESSIONALS</u>
\$735.00	06/11/09 Thu	1.00	1.00	735.00	1 REVIEW BID PROCEDURES ORDER AND ATTN TO SUPPLIER SALE ISSUES; 2 TIC SEIDEL AND G NOVOD; 3 FOLLOW UP RE SAME (1.0)	<u>MATTER NAME: SUPPLIER MATTERS</u>

~ See the last page of exhibit for explanation

EXHIBIT D

BLOCK BILLING

Kramer, Levin, Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
RTSC SCHMIDT, R	06/11/09	1.40	1.40	1,029.00		MATTER NAME: 363 SALE ISSUES 1 REVIEW BID PROCEDURES ORDER AND PROPOSED SALE ORDER; 2 ATTEN TO LITIGATION MATTERS AND MEETINGS WITH J. ROCHON, SCHULMAN, H. WAXMAN;
	06/11/09	1.70	1.70	1,249.50	0.50 A 0.50 A 0.35 A 0.35 A	MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT 1 FURTHER COMMENT TSA AND CORPORATE ANALYSIS; 2 REVIEW REVISED DOCS RE SAME (1.0); 3 Q/C KEN KOPFELMAN, J. DAVIS, MICHAEL FEIN; 4 REVIEW REVISED MPA FIRST MEMO (.7).
	06/12/09	1.20	1.20	882.00		MATTER NAME: SUPPLIER MATTERS 1 REV. ORDERS; 2 CONF CALL WITH B. SEIDEL, G. NOVOD RE SAME; 3 FOLLOW UP RE SAME
	06/12/09	2.70	2.50	1,837.50	0.75 A 0.75 A 0.33 A 0.33 A 0.34 A 0.20 F	MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES 1 MULTIPLE TICS AND EMAILS RE OPEN ISSUES ON CSA; 2 REVIEW REVISED MEMO AND FOLLOW-UP MTG AND ISSUES RE SAME (1.5); 3 Q/C E. WECHSLER AND 4 REVIEW AND EDIT MPA ISSUES MEMO; 5 FOLLOW UP RE SAME (1.0); 6 ATTN TO STATUS OF SALE ORDER (2)
	06/12/09	1.00	1.00	735.00		MATTER NAME: RETENTION OF PROFESSIONALS 1 Q/C TOM MAYER; 2 Q/C EF; 3 FURTHER REVIEW OF CONFLICT CHECK; 4 FURTHER REVISIONS TO DECLARATION AND EXHIBITS
	06/22/09	1.20	1.20	882.00		MATTER NAME: MOTIONS 1 OC NOVOD PENDING MATTERS AND REVIEW PLEADINGS
	06/23/09	2.40	2.40	1,764.00		MATTER NAME: RETENTION OF PROFESSIONALS 1 ATTEN TO ISSUES RE RETENTION INCLUDING REV DECLARATION AND CONFS UNITED STATES TRUSTEE; 2 REV EVERCORE PAPERS; 3 Q/C S. NOVOD;

~ See the last page of exhibit for explanation

EXHIBIT D

Kramer, Levin, Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
RTSC SCHMIDT, R	\$735.00 06/27/09 Sat	1.50	1.50	1,102.50		<u>MATTER NAME: DISCOVERY/DEPOSITIONS</u> 1 ATTN TO SALE RELATED DISCOVERY INC REV OF DEPOSITION UPDATE MEMOS; 2 TCS ROCHON RE SAME
	\$735.00 07/07/09 Tue	1.40	1.40	1,029.00		<u>MATTER NAME: APPELLATE ISSUES</u> 1 REVIEW CERTIFICATION AND STAY BRIEFS; 2 Q/C D. BLABEY RE RESPONSE; 3 Q/C S TM. REVIEW DRAFT RESPONSE.
	\$735.00 07/08/09 Wed	3.10	1.30	955.50	1.00 F	<u>MATTER NAME: APPELLATE ISSUES</u> 1 REVIEW STAY OPINION (1.0); 0.43 A 2 ATTN DISTRICT COURT STAY PAPERS; 0.43 A 3 Q/C T. MAYER; 0.44 A 4 Q/C D. BLABEY (1.3); 0.80 F 5 REVIEW DRAFT OBJECTION TO STAY REQUEST (0.8)
	\$735.00 07/13/09 Mon	2.50	2.50	1,837.50		<u>MATTER NAME: HEARINGS</u> 1 PREPARE FOR AND PARTICIPATE IN HEARINGS RE DELPHI TRANSACTION APPROVAL; 2 REVIEW OTHER PENDING MOTIONS.
	\$735.00 08/03/09 Mon	1.40	1.40	1,029.00		<u>MATTER NAME: RETENTION OF PROFESSIONALS</u> 1 ATTENTION FIT AND ALIX RETENTION PAPERS; 2 TELEPHONE CONFERENCES AND FOLLOW-UP; 3 TELEPHONE CONFERENCES W/ US TRUSTEE.
	\$735.00 08/05/09 Wed	1.40	1.40	1,029.00		<u>MATTER NAME: EMPLOYEE BENEFITS/LABOR ISSUES</u> 1 OFFICE CONFERENCE W/ T. MAYER; 2 CONFERENCE CALL E. RISKIN, S. KAROTKIN RE STATUS OF SPLINTER UNION NEGOTIATIONS; 3 FOLLOW-UP AND REVIEW DOCUMENTS.
	\$735.00 08/08/09 Sat	1.00	1.00	735.00		<u>MATTER NAME: CASE ADMINISTRATION</u> 1 EMAILS RE MEETING AGENDA; 2 REVISE SAME; 3 REVIEW TSA PROVISIONS.
	\$735.00 08/10/09 Mon	1.20	1.20	882.00		<u>MATTER NAME: MEETINGS WITH DEBTORS/OTHER MAJOR CONSTITUENTS</u> 1 MEETINGS W/ T. MAYER, A. CHOUROUTA, J. SHARRET TO PREPARE FOR COMMITTEE/DEBTOR MEETING; 2 FOLLOW-UP.

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EXHIBIT D
BLOCK BILLING

Kramer Levin Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS	DESCRIPTION
RTSC SCHMIDT, R	\$735.00 08/12/09	Wed 1.40	1,029.00		<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u> 1 CONFERENCE CALL FTI RE ALL PENDING CASE ISSUES; 2 FOLLOW-UP.
	\$735.00 08/14/09	Fri 2.50	1,837.50		<u>MATTER NAME: FEE APPLICATION/MONTHLY INVOICES</u> 1 REVIEW AND REVISE INVOICE; 2 MULTIPLE OFFICE CONFERENCES RE SAME
	\$735.00 08/17/09	Mon 3.50	2,572.50	1.00 A 1 ATTN TO ISSUES RE FTI RETENTION INCLUDING TELEPHONE CONFERENCES W/J. SMOLINSKY, M. EISENBAUD;	
				1.00 A 2 CONFERENCE W/J. SMOLINSKY, S. KAROTKIN (2:0);	
				0.75 A 3 FURTHER ATTENTION FTI CALLS AND	
				0.75 A 4 EMAILS FOLLOW-UP (1:5);	
NUMBER OF ENTRIES:	25	40.20	29,547.00		
SSCH SCHMIDT, S	\$385.00 09/30/09	Wed 1.50	577.50		<u>MATTER NAME: CREDITOR COMMUNICATIONS</u> 1 MEETING WITH J. SHARRET AND L. MACKSOUR RE CALLING CREDITORS ABOUT FILING CLAIMS; 2 REVIEW BAR DATE ORDER AND FORMS.
NUMBER OF ENTRIES:	1	1.50	577.50		
JSHA SHARRET, J	\$440.00 06/04/09	Thu 7.50	3,300.00	3.75 A 1 REVISING BY-LAWS AND 3.75 A 2 VARIOUS T/C WITH COMMITTEE MEMBERS (7:5)	<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u>
	\$440.00 06/16/09	Tue 1.90	836.00	0.55 A 1 REVIEWING AND REVISING MOTION SUMMARY CHART; 0.55 A 2 REVIEW AND REVISE FIRST DAY ORDERS AND	<u>MATTER NAME: MOTIONS</u>
	\$440.00 06/18/09	Thu 5.80	2,200.00	0.55 A 3 TELEPHONE CONFERENCE W/G. NOVOD RE SAME. (1:1);	<u>MATTER NAME: MOTIONS</u>
				2.50 A 1 DRAFTING AND REVISING OBJECTION TO APPOINT RETIREE COMMITTEE; 2.50 A 2 VARIOUS T/C AND CIF WITH C. LUTGENS AND G. NOVOD RE SAME (6:5);	<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u>
				0.80 F 3 REVISING BONDHOLDER OBJECTION (8)	<u>MATTER NAME: BONDHOLDER OBJECTION</u>
	\$440.00 07/02/09	Thu 3.90	1,716.00		<u>MATTER NAME: DELPHI</u> 1 REVIEWING DELPHI SUMMARY; 2 DRAFT EMAIL TO COMMITTEE RE SAME

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EXHIBIT D
BLOCK BILLING

Kramer Levin Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS	DESCRIPTION
TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS	
JSHA SHARRET, J	07/06/09	4.00	4.00	1,760.00	<u>MATTER NAME: DELPHI</u> 1 TIC WITH A. PHILLIPS RE: DELPHI; 2 REVIEW DELPHI SUMMARY; 3 TIC WITH WEIL RE: SAME
\$440.00	07/16/09	2.90	1.70	748.00	<u>MATTER NAME: CREDITOR COMMUNICATIONS</u> 1 EMAILS AND T/OS WITH VARIOUS CREDITORS (1.7); 2 REVISE LANGUAGE FOR WEBSITE (1.2).
\$440.00	07/30/09	2.80	2.80	1,232.00	<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u> 1 DRAFT COMMITTEE UPDATE EMAIL; 2 DRAFT MINUTES FROM 7/21 MEETING
\$440.00	07/30/09	2.40	2.40	1,056.00	<u>MATTER NAME: MOTIONS</u> 1 REVIEW STATUS OF MOTIONS FILED TO DATE; 2 VARIOUS EMAILS AND TIC WITH DEBTORS AND CREATE CHART OF MOTION STATUS.
\$440.00	08/07/09	1.10	1.10	484.00	<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u> 1 TELEPHONE CONFERENCE WITH R. BARKASY AND K. BYRNE RE: MOTION TO ENLARGE TIME TO FILE NOTICE OF REMOVAL TO DISTRICT COURT 2 REVIEW MEETING MINUTES FROM 8/4; 3 PREPARE UPDATE EMAIL WITH PENDING MOTIONS AND MINUTES.
\$440.00	08/11/09	1.20	1.20	528.00	<u>MATTER NAME: MOTIONS</u> 1 REVIEW FILINGS; 2 REVIEW EMAIL SUMMARY OF MEETING WITH THE DEBTORS.
\$440.00	08/12/09	2.50	2.50	1,100.00	<u>MATTER NAME: MOTIONS</u> 1 ATTENTION TO GM MOTIONS SCHEDULED FOR 8-18 HEARING; 2 TELEPHONE CONFERENCE WITH WEIL RE: DE MINIMIS ASSET SALES.
\$485.00	09/02/09	4.70	2.70	1,309.50	<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u> 1 PREP FOR COMMITTEE CALL; EMAILS AND CALLS WITH FTI AND 1.35 A 1.36 A 2 REVIEWING MATERIALS FOR CALL (2.7); 2.00 F 3 PARTICIPATE IN COMMITTEE CALL (2.0).
\$485.00	09/08/09	1.70	1.70	824.50	<u>MATTER NAME: EXECUTORY CONTRACT</u> 1 TIC WITH J. CALTON RE: JSSI CONTRACTS AND 1 2 DRAFTING EMAIL RE: SAME; 3 TIC WITH G. PLOTKO RE: SAME.

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EXHIBIT D
BLOCK BILLING

Kramer Levin Naftalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	-	DESCRIPTION
JS/HA SHARRET, J	\$485.00	09/29/09	Tue	4.30	3.70	1,794.50	3.70 \$	MATTER NAME: CREDITOR COMMUNICATIONS
						0.60 \$	1 TIC WITH VARIOUS CREDITORS; 2 TIC WITH C. LUTGENS RE: STATUS OF PENSION PLANS AND CLAIMS	
NUMBER OF ENTRIES:	14			42.10		18,886.50		
HOST STOOPACK, H	\$695.00	06/04/09	Thu	2.70	2.70	1,876.50		MATTER NAME: TAX ISSUES
							1 DISCS. W/B. HERZOG; 2 REVIEW DOCS.,	
							3 CONSIDERATION RE: TAX ISSUES, 4 TC STEVE JOFFE.	
NUMBER OF ENTRIES:	14							
JAY TAYLOR, J	\$695.00	06/15/09	Mon	3.20	3.20	2,224.00		MATTER NAME: TAX ISSUES
							1 DISCS. AND TCS RE: TAX ISSUES, 2 TAX DILIGENCE CALL, 3 EMAILS RE: SAME.	
NUMBER OF ENTRIES:	2			5.90		4,100.50		MATTER NAME: APPELLATE ISSUES
LSUR SURIS, L	\$105.00	07/31/09	Fri	2.20	2.20	231.00		1 RESEARCH COURT FILES AND OBTAINED MOTION TO DISMISS APPEAL, AFFIDAVIT AND NOTICE OF ADVISE; 2 RESEARCH WHETHER THERE ARE NEW SCHEDULES FOR MOTORS LIQUIDATION COMPANY.
NUMBER OF ENTRIES:	1			2.20		231.00		
JAY TAYLOR, J	\$635.00	06/07/09	Sun	7.10	7.10	4,508.50		MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT
							1 REVIEW TRANSACTION DOCUMENTS AND RELATED MATERIALS; 2 DRAFT ISSUES LIST AND SUMMARY REGARDING THE SAME; 3 INTERNAL DISCUSSIONS REGARDING THE SAME.	
NUMBER OF ENTRIES:	1							
JAY TAYLOR, J	\$635.00	06/08/09	Mon	7.20	7.20	4,572.00		MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT
							1 REVIEW AND REVISE THE DRAFT TRANSACTION SUMMARY AND ISSUES LIST; 2 INTERNAL DISCUSSIONS REGARDING THE SAME.	
NUMBER OF ENTRIES:	1							
JAY TAYLOR, J	\$635.00	06/09/09	Tue	9.70	9.70	6,159.50		MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT
							1 REVIEW AND REVISE THE DRAFT TRANSACTION SUMMARY AND ISSUES LIST; 2 INTERNAL DISCUSSIONS REGARDING THE SAME.	
NUMBER OF ENTRIES:	1							

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EXHIBIT D
BLOCK BILLING

Kramer Levin Naftalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
JTAY TAYLOR, J	\$635.00	06/10/09	Wed	7.60	7.60	4,826.00	<u>MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT</u> 1 CONFERENCE CALLS WITH DEBTORS' COUNSEL AND FINANCIAL ADVISORS TO THE CREDITORS' COMMITTEE REGARDING TRANSACTION DOCUMENTS; 2 REVIEW AND REVISE DRAFT TRANSACTION SUMMARY AND ISSUES LIST; 3 INTERNAL DISCUSSIONS REGARDING THE SAME.
	\$635.00	06/11/09	Thu	3.70	3.70	2,349.50	<u>MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT</u> 1 REVIEW AND REVISE DRAFT SUMMARY AND ISSUES LIST REGARDING THE PROPOSED TRANSACTION; 2 INTERNAL DISCUSSIONS REGARDING THE SAME.
	\$635.00	06/12/09	Fri	6.80	6.80	4,318.00	<u>MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES</u> 1 REVIEWED AND REVISED THE DRAFT SUMMARY AND ISSUES LIST; 2 INTERNAL DISCUSSIONS REGARDING THE SAME.
	\$635.00	06/15/09	Mon	3.10	3.10	1,968.50	<u>MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES</u> 1 REVIEWED AND REVISED THE DRAFT TRANSACTION SUMMARY AND ISSUES LIST; 2 INTERNAL DISCUSSION REGARDING THE SAME
	\$635.00	06/26/09	Fri	2.70	1.80	1,143.00	<u>MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES</u> 1 REVIEWED REVISED FORM OF WARRANTS; 2 DISCUSSIONS WITH PAUL WEISS REGARDING THE SAME (1.8); 0.90 F 3 REVIEWED AND REVISED DRAFT ISSUES LIST (9).
	\$635.00	07/03/09	Fri	4.20	2.30	1,460.50	<u>MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES</u> 1.15 A 1 REVIEWED AND REVISED TRANSACTION DOCUMENTS; 1.15 A 2 DISCUSSIONS WITH DEBTORS' COUNSEL REGARDING THE SAME (2.3); 1.90 F 3 DRAFTED ISSUES LIST (1.9).
	\$635.00	07/04/09	Sat	6.20	4.20	2,667.00	<u>MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES</u> 2.10 A 1 REVIEW AND REVISE DRAFT TRANSACTION DOCUMENTS; 2.10 A 2 INTERNAL DISCUSSIONS REGARDING THE SAME (4.2); 2.00 F 3 DRAFTED ISSUES LIST (2.0).
	\$635.00	07/05/09	Sun	2.10	2.10	1,333.50	<u>MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES</u> 1 REVIEWED AND REVISED THE DRAFT TRANSACTION DOCUMENTS; 2 INTERNAL DISCUSSIONS REGARDING THE SAME.

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EXHIBIT D
BLOCK BILLING

BLOCK BILLING

Kramer, Levin, Naftalis & Franke

TIMEKEEPER	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
JTAY TAYLOR, J	07/08/09	7.40	6.30	4,000.50	3.15 A	MATTER NAME: DELPHI 1 INTERNAL DISCUSSIONS REGARDING THE FINAL TRANSACTION DOCUMENTS AND THE DELPHI SALE TRANSACTION;
					3.15 A	2 REVIEWED AND ANALYZED THE FINAL TRANSACTION DOCUMENTS REGARDING THE DELPHI SALE TRANSACTION (6.3);
					1.10 F	3 DISCUSSIONS WITH DEBTORS' COUNSEL REGARDING THE SAME (1.1).
NUMBER OF ENTRIES:	12	61.90	39.30	6,50		
JBVE VESSEY, J	06/09/09	5.60	5.40	2,619.00	1.80 A	MATTER NAME: CORPORATE & SECURITIES MATTERS 1 REVIEW OF 10-K AND 10-Q;
					1.80 A	2 RESEARCH AND REVIEW INTO 8-K'S;
					1.80 A	3 PREPARATION OF OVERVIEW SUMMARY;
					0.20 S	4 DISCUSSIONS WITH L. FERBELMANN AND A. DIENSTAG
NUMBER OF ENTRIES:	1	5.40	2,619.00			
HRWA WAXMAN, H	06/15/09	8.80	8.80	5,588.00	1	MATTER NAME: 363 SALE ISSUES RESEARCH AND DRAFTING OF MEMO RE: 363(M) SALES ISSUE;
					2	DISCUSSION WITH EP AND JR RE: SAME.
\$635.00	06/17/09	2.80	2.80	1,778.00	1	MATTER NAME: 363 SALE ISSUES ADDITIONAL RESEARCH AND DRAFTING RE: 363(M) SALE MEMO;
					2	REVIEW AND RESPOND TO TEAM EMAILS.
					3	NEW REVIEW.
NUMBER OF ENTRIES:	3	13.40	8,509.00			
ESWE WECHSLER, E	06/10/09	4.50	2.00	1,400.00	1.50 F	MATTER NAME: 363 TRANSACTION/MASTER PURCHASE AGREEMENT/ISSUES 1 REVIEW OF ISSUES LIST AND TELECONFERENCE J. E. TAYLOR (1.5);
					1.00 A	2 CONFERENCE CALL WEIL GOTSHAL AND JENNER & BLOCK,
					1.00 A	3 TELECONFERENCE KRAMER, LEVIN (2.0);
					1.00 F	4 REVIEW REVISIONS TO MEMO (1.0);

~ See the last page of exhibit for explanation

EXHIBIT D
BLOCK BILLING

Kramer Levin Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	FEES	DESCRIPTION
ESWE WECHSLER, E	06/28/09 Sun	4.80	1,260.00	MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES
				1 REVIEW OF REVISED MPA, WARRANT AND RRA (3.0);
				2 REVISIONS TO ISSUE LIST;
				3 CONFERENCE CALLS RE ISSUE LIST (1.8).
				MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES
				1 CONFERENCES PAUL WEISS, TAX BENEFITS AND BANKRUPTCY GROUP RE REVISED MPA (2.5);
				2 CONFERENCE CALL DEBTORS' COUNSEL RE MPA (1.7);
				3 REVISIONS TO ISSUE LIST,
				1.25 A 4 INTERNAL CONFERENCES RE OPEN ISSUES (2.5);
				1.25 A 5 CONFERENCES AND E-MAILS JENNER AND PAUL WEISS RE OPEN ISSUES (1.5).
				MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES
				1 NUMEROUS E-MAILS AND CONFERENCE CALLS RE MPA AND EQUITY DOCUMENTS.
				2 REVIEW OF DOCUMENTS RE MPA AND EQUITY DOCUMENTS.
NUMBER OF ENTRIES:	5	12.30	8,610.00	
Total		659.50	\$412,588.50	
Number of Entries:	231			

~ See the last page of exhibit for explanation

EXHIBIT D
BLOCK BILLING

Kramer Levin Naftalis & Frankel

TIMEKEEPER NAME	INITIALS	HOURS	RATE	FEES
ALMEDA, D	DEAL	16.20	\$270.00	4,374.00
AUGUSTE, C	CSAU	5.90	\$700.00	4,130.00
BARRON, D	DEAR	35.40	\$260.00	9,204.00
BLADES, M	MLBA	6.10	\$520.00	3,172.00
CAMPANA, K	KVCA	10.80	\$650.00	7,020.00
CHASS, M	MCHA	4.60	\$645.00	2,967.00
DAVIS, J	JDAV	48.40	\$650.00	31,460.00
ECKSTEIN, K	KHEC	9.10	\$930.00	8,463.00
FINGER, T	TFIN	3.30	\$660.00	2,178.00
FOLB, K	KFOL	2.00	\$635.00	1,270.00
FREIKA, E	ESFR	3.30	\$670.00	2,211.00
HERZOG, B	BHER	3.60	\$750.00	2,700.00
HOROWITZ, G	GHOR	1.40	\$715.00	1,001.00
KATZ, A	ARKA	3.50	\$485.00	1,697.50
KOPELMAN, K	KPKO	3.30	\$835.00	2,755.50
KROUNER, S	SKRO	1.30	\$715.00	929.50
LEVINE, D	DLE	4.50	\$660.00	2,970.00
MACKSOUD, L	LMMA	39.20	\$585.00	22,932.00
MAYER, T	TMMA	4.10	\$930.00	3,813.00
MOINER, T	TEMO	20.60	\$735.00	15,141.00
NOVOD, G	GNOV	113.00	\$615.00	69,495.00
PATT, E	EPAT	3.20	\$385.00	1,232.00
PLOTKO, G	GPL	5.90	\$665.00	3,923.50
REGAL, V	VREG	5.30	\$385.00	2,040.50
REZNICK, A	AREZ	5.30	\$775.00	4,107.50
RIGEL, B	BRIG	2.40	\$650.00	1,560.00
ROCHON, J	JROC	10.70	\$680.00	7,276.00
ROGOFF, A	ACRO	96.70	\$795.00	76,876.50
ROSENSAFT, J	JROS	1.10	\$600.00	660.00
SCHMIDT, R	RTSC	40.20	\$735.00	29,547.00
SCHMIDT, S	SSCH	1.50	\$385.00	577.50
SHARRET, J	JSHA	34.00	\$440.00	14,960.00
STOOPACK, H	HOST	5.90	\$695.00	4,100.50
SURIS, L	LSUR	2.20	\$105.00	231.00
TAYLOR, J	JTAY	61.90	\$635.00	39,306.50
VESSEY, J	JB/E	5.40	\$485.00	2,619.00
WAXMAN, H	HRWA	13.40	\$635.00	8,509.00
WECHSLER, E	ESWE	12.30	\$700.00	8,610.00
		659.50		\$412,568.50

EXHIBIT D
BLOCK BILLING

Kramer Levin Naftalis & Frankel

SUMMARY OF HOURS AND FEES BY MATTER

MATTER NAME	HOURS	FEES
363 SALE ISSUES	88.40	\$6,146.50
363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES	54.00	36,401.50
363 TRANSACTION: TRANSITION SERVICES AGREEMENT	94.70	61,768.50
APPELLATE ISSUES	4.90	2,215.50
CASE ADMINISTRATION	45.40	17,066.00
CLAIMS ADMINISTRATION & OBJECTIONS	4.70	3,112.50
COMMITTEE MEETINGS/COMMUNICATIONS	39.30	22,579.50
CORPORATE & SECURITIES MATTERS	16.60	11,455.00
CREDITOR COMMUNICATIONS	6.90	3,120.00
DEALERSHIP MATTERS	29.40	21,575.00
DELPHI	21.20	11,781.50
DISCOVERY/DEPOSITIONS	13.90	8,820.50
EMPLOYEE BENEFITS/LABOR ISSUES	1.40	1,029.00
ENVIRONMENTAL ISSUES	12.60	8,319.50
EXECUTORY CONTRACT	16.20	12,246.00
FEES APPLICATION/MONTHLY INVOICES	2.50	1,837.50
HEARINGS	19.90	13,962.00
MEETINGS WITH DEBTORS/OTHER MAJOR CONSTITUENTS	8.80	6,681.00
MOTIONS	79.90	53,826.50
PLAN & DISCLOSURE STATEMENT	2.80	2,226.00
PRE-PETITION COLLATERAL REVIEW	28.80	11,986.50
RETENTION OF PROFESSIONALS	43.40	28,357.50
SUPPLIER MATTERS	3.10	2,332.50
TAX ISSUES	18.00	11,532.50
TORT AND SUCCESSOR LIABILITY ISSUES	2.70	2,210.00
	639.50	\$412,588.50

() REASONS FOR TASK/HOUR ASSIGNMENTS

A Task Hours Allocated By Fee Auditor
F FINAL BILL
S Supplemental Information

EXHIBIT E

(Legal Research)

EXHIBITE
LEGAL RESEARCH

Kramer Levin Naftalis & Frankel

TIMEKEEPER NAME	INITIALS	HOURS	RATE	FEES
AMSTER, J	JSAM	1.50	\$520.00	780.00
BLABEY, D	DEBL	67.25	\$560.00	37,660.00
BLADES, M	MBLA	19.45	\$520.00	10,114.00
CATON, A	ACAT	2.70	\$560.00	1,512.00
CHASS, M	MCHA	20.85	\$680.00	14,178.00
CHO, D	DCHO	0.50	\$645.00	322.50
CIPOLLA, S	SACI	26.70	\$385.00	10,279.50
DAVIS, J	JDAV	4.50	\$260.00	1,170.00
FINGER, T	TFIN	6.12	\$650.00	3,978.00
FOLB, K	KFOL	5.45	\$650.00	3,542.50
FORD, S	SFOR	11.00	\$660.00	7,260.00
FREEDMAN, A	AFFR	8.80	\$635.00	5,568.00
FREJKA, E	ESFR	2.90	\$650.00	1,885.00
FRIEDMAN, A	AFR	40.20	\$385.00	15,477.00
GREENBERG, E	ESGR	4.10	\$520.00	2,132.00
HERZOG, B	BHER	1.65	\$670.00	1,105.50
HUSAIN, N	NHUS	2.50	\$810.00	2,025.00
KOPELMAN, K	KPKO	11.80	\$385.00	4,543.00
MACKSOUD, L	LMMA	0.50	\$750.00	375.00
MAYER, T	TMMA	7.00	\$80.00	560.00
NOVOD, G	GNOV	3.25	\$835.00	2,713.75
OLIVEIRA, J	JOLI	19.10	\$585.00	11,173.50
PATT, E	EPAT	13.20	\$600.00	7,920.00
PLOTKO, G	GPL	0.30	\$930.00	279.00
REGAL, V	VREG	2.32	\$615.00	1,426.80
RIGEL, B	BRIG	3.00	\$360.00	1,080.00
ROCHON, J	JROC	12.90	\$385.00	4,986.50
ROSENSAFT, J	JROS	3.45	\$660.00	2,277.00
RUSKAY-KIDD, S	SRUS	2.90	\$665.00	1,928.50
SCHMIDT, R	RTSC	34.00	\$385.00	13,090.00
SCHULMAN, B	BMSC	11.25	\$650.00	7,312.50
SHARRET, J	JSHA	6.40	\$680.00	4,352.00
STOOPACK, H	HOST	9.00	\$600.00	5,400.00
TAYLOR, J	JTAY	20.80	\$660.00	13,728.00
TRACHTMAN, J	JSTR	5.30	\$735.00	3,885.50
VESSEY, J	JBVE	6.90	\$650.00	4,485.00
WAXMAN, H	HWMA	7.15	\$440.00	3,146.00
WEBER, A	AWEB	16.30	\$485.00	7,905.50
WEINER, A	WEI	0.60	\$695.00	417.00
		3.00	\$635.00	1,905.00
		1.20	\$760.00	912.00
		5.40	\$485.00	2,619.00
		23.60	\$635.00	14,986.00
		11.60	\$440.00	5,104.00
		14.00	\$440.00	6,160.00

EXHIBITE
LEGAL RESEARCH
Kramer Levin Naftalis & Frankel

TIMEKEEPER NAME	INITIALS	HOURS	RATE	FEES
		68.45		35,202.50
363 SALE ISSUES		11.52		5,229.80
363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES		0.50		367.50
363 TRANSACTION: REAL ESTATE ISSUES		11.67		8,053.75
363 TRANSACTION: TRANSITION SERVICES AGREEMENT		7.95		4,476.00
APPELLATE ISSUES		0.30		279.00
CASE ADMINISTRATION		1.20		720.00
COMMITTEE MEETINGS/COMMUNICATIONS		24.20		13,939.00
CORPORATE & SECURITIES MATTERS		39.55		18,540.50
DIP FINANCING/CASH COLLATERAL		70.05		42,919.00
ENVIRONMENTAL ISSUES		8.20		3,977.00
EXECUTORIAL CONTRACT		0.25		165.00
FEES APPLICATION/MONTHLY INVOICES		4.50		3,159.00
HEARINGS		10.55		5,564.50
MOTIONS		2.90		1,928.50
PLAN & DISCLOSURE STATEMENT		0.50		322.50
PRE-PETITION COLLATERAL REVIEW		14.75		6,758.50
RETENTION OF PROFESSIONALS		34.50		19,730.50
TAX ISSUES		170.85		82,337.00
TORT AND SUCCESSOR LIABILITY ISSUES		482.39		\$253,669.55

EXHIBIT E
LEGAL RESEARCH
Kramer Levin Naftalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
JSAM AMSTER, J	\$520.00	06/05/09 Fri	1.50	1.50	780.00	1.50 F	MATTER NAME: CORPORATE & SECURITIES MATTERS 1 UNSECURED BOND INDENTURES RESEARCH (1.5)
		NUMBER OF ENTRIES:	1	1.50	780.00		
DEBL BLAKEY, D	\$560.00	06/08/09 Mon	7.60	3.60	2,016.00	0.20 F 0.20 F 2.40 F 0.20 F 3.60 F 1.00 F	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 DISCS A. CATON (2) 2 AND E. FREJKA (2) RE TORT LIABILITY DOCUMENT REQUESTS. 3 AND DRAFT SAME (2.4); 4 DISCUSS SUCCESSOR LIABILITY RESEARCH WITH K. ECKSTEIN AND J. TRACHTMAN (2) 5 AND RESEARCH SAME (3.6); 6 REVIEW CHRYSLER BRIEFS RE SUCCESSOR LIABILITY ISSUES FOR GM MEMO (1).
							MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 RESEARCH AND DRAFT MEMO RE SUCCESSOR LIABILITY AND SALES FREE AND CLEAR.
							MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 RESEARCH AND DRAFT MEMO RE SUCCESSOR LIABILITY ISSUES AND SALES FREE AND CLEAR.
							MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 DISCS SUCCESSOR LIABILITY MEMO WITH A. CATON (3)
							2 AND A. CATON AND K. ECKSTEIN (6) 11.90 F 3 AND RESEARCH AND DRAFT SAME (11.9).
							MATTER NAME: 363 SALE ISSUES 1 ATTEND COMMITTEE CALL TO DISCUSS SALE OBJECTION (3); 3.55 A 3.55 A
							2 RESEARCH AND 3 DRAFT SALE OBJECTION (7.1).
							MATTER NAME: 363 SALE ISSUES 1 RESEARCH AND 2 DRAFT OBJECTION TO SALE.
							MATTER NAME: 363 SALE ISSUES 1 RESEARCH AND 2 DRAFT OBJECTION TO SALE.

~ See the last page of exhibit for explanation

EXHIBIT E
LEGAL RESEARCH
Kramer Levin Naftalis & Fran

~ See the last page of exhibit for explanation

EXHIBITE
LEGAL RESEARCH
Kramer Levin Natafis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS	DESCRIPTION
MBLA BLADES, M	06/17/09	3.20	936.00	1.40 F	MATTER NAME: TAX ISSUES 1 CONFERENCE WITH B. HERZOG, H. STOOPACK (1.4); 1.80 F 2 AND RESEARCH RE: REORG REQUIREMENTS (1.8);
	06/18/09	3.20	1,664.00		MATTER NAME: TAX ISSUES 1 RESEARCH RE: REORG REQUIREMENTS.
	06/29/09	3.70	962.00		MATTER NAME: TAX ISSUES 1 CONFERENCE WITH B. HERZOG AND 2 RESEARCH RE: TAX STRUCTURE.
	06/30/09	3.40	884.00		MATTER NAME: TAX ISSUES 1 CONFERENCE WITH B. HERZOG AND 2 RESEARCH RE: TAX STRUCTURE.
	09/30/09	3.20	1,512.00	0.50 S	MATTER NAME: TAX ISSUES 1 CONFERENCE WITH B. HERZOG AND
		2.70		2.70 S	2 RESEARCH RE: LIQUIDATING TRUST.
NUMBER OF ENTRIES:	9	22.15	11,626.00		
ACAT CATON, A	06/08/09	5.00	2.25	1,530.00	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 REVIEW SUCCESSOR LIABILITY RESEARCH AND 2 DISCUSS PLEADINGS FOR SAME WITH D. BLABEY, K. ECKSTEIN, J. TRACHTMAN (4.5); 0.50 F 3 REVIEW DISCOVERY REQUESTS RE: TORT ISSUES TO WELL (5)
	06/09/09	5.00	2.50	1,700.00	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 CONTINUE REVIEW OF RESEARCH ON SUCCESSOR LIABILITY AND 363 (F); 2 DISCUSS SAME WITH D. BLABEY, J. TRACHTMAN
	06/10/09	4.00	4.00	2,720.00	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 CONTINUE REVIEW OF RESEARCH ON SUCCESSOR LIABILITY AND MEMO TO COMMITTEE RE: SAME.
	06/16/09	2.80	2.00	1,360.00	MATTER NAME: 363 SALE ISSUES 1 REVIEW 363(M) AND RESEARCH RE SAME (2); 0.80 F 2 DISCUSS OBJECTION ON SAME W BLABEY, TRACHTMAN (8);

~ See the last page of exhibit for explanation

EXHIBITE
LEGAL RESEARCH
Kramer Levin Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
AGAT CATON, A	06/30/09	Tue	2.00	0.80	544.00	MATTER NAME: ENVIRONMENTAL ISSUES 1 RESEARCH RE: ENVIRONMENTAL LIABILITIES AND REAL PROP RIGHTS (8); 1.20 F 2 CALL WITH FEIN, DAVIS RE: SAME AND WHAT HAPPENS UNDER DOCUMENTS WITH LIABILITIES, ABANDONMENT AND REVIEW DOCUMENTS FOR SAME (12);
	07/01/09	Wed	1.00	1.00	680.00	MATTER NAME: ENVIRONMENTAL ISSUES 1 RESEARCH ENVIRONMENTAL LIABILITY CARRY-OVER.
	08/12/09	Wed	1.00	0.50	340.00	MATTER NAME: ENVIRONMENTAL ISSUES 1 DISCUSS ENVIRONMENTAL CLAIM LIABILITIES W/C. WARREN AND 2 RESEARCH RE SAME.
	08/17/09	Mon	6.20	2.70	1,836.00	MATTER NAME: HEARINGS 1 PREPARE FOR HEARING ON FTI, AFS RETENTIONS AND OTHER MATTERS, INCLUDING DRAFT AND 2.70 A 2 RESEARCH ARGUMENT ON FTI RETENTION (5.4); 0.80 F 3 EMAILS W/ M. EISENBAUD, A. PHILLIPS AND R. SCHMIDT RE SAME (8).
	08/18/09	Tue	4.80	1.60	1,088.00	MATTER NAME: RETENTION OF PROFESSIONALS 1 RESEARCH AND 2 PREPARE FOR FTI RETENTION HEARING AND ATTEND SAME. 3 CALL KAROTKIN RE: EVERCORE RETENTION, OTHER OUTSTANDING ISSUES.
	08/20/09	Thu	2.20	0.50	340.00	MATTER NAME: ENVIRONMENTAL ISSUES 1 TELEPHONE CALL WITH A. ROGOFF RE: ENVIRONMENTAL ISSUES (4); 0.50 A 2 OFFICE CONFERENCE WITH P.B. O'NEILL, L. MACKSOUQ RE: SAME AND 0.50 A 3 BEGIN RESEARCHING SAME (10); 0.80 F 4 REVIEW WIND-DOWN CA AND ORDER RE: ENVIRONMENTAL CLAIM BUCKET AND TELEPHONE CALL WITH A. KATZ RE: SAME (8).
	08/24/09	Mon	2.20	2.00	1,360.00	MATTER NAME: ENVIRONMENTAL ISSUES 1 RESEARCH/REVIEW TREATISE ON BR. ENVIRONMENTAL CLAIMS (2.0), 0.20 F 2 DISCUSS STAFFING FOR TUESDAY MEETING, TREATMENT OF ENVIRO CLAIMS WITH A. ROGOFF (2).
	08/25/09	Tue	1.00	1.00	680.00	MATTER NAME: ENVIRONMENTAL ISSUES 1 REVIEW TREATISE ON ENVIRONMENTAL CLAIMS IN BR.
NUMBER OF ENTRIES:	12			20.85	14,178.00	

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CHASS, M

~ See the last page of exhibit for explanation

EXHIBITE
LEGAL RESEARCH
Kramer Levin Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS	DESCRIPTION
MCHA CHASS, M	06/23/09	3.30	0.50	322.50	<u>MATTER NAME: PRE-PETITION COLLATERAL REVIEW</u> 1 RVW EMAIL CORR RELIENS ON VEHICLES, RVW UCC RE SAME, RVW (1.3)
				0.50	2 S. RESTIFO RESEARCH,
				0.50	3 DISC KC RE SAME (1.0),
				1.00	4 RVW AUTONATION 10K RE TREATMENT OF VEHICLES (1.0)
NUMBER OF ENTRIES:	1	0.50	322.50		
DCHO CHO, D	06/11/09	6.00	5.50	2,117.50	<u>MATTER NAME: DIP FINANCING/CASH COLLATERAL</u> 1 CONFERENCE REGARDING PREPETITION AND DIP RESEARCH (0.5);
				0.60	2 RESEARCH PREPETITION AND DIP ISSUES (5.5)
\$385.00	06/12/09	4.80	4.20	1,617.00	<u>MATTER NAME: DIP FINANCING/CASH COLLATERAL</u> 1 MEETING WITH MEMBERS OF LITIGATION TEAM TO DISCUSS PREPETITION AND DIP RESEARCH (0.6);
				4.20	2 RESEARCH PREPETITION AND DIP ISSUES (4.2)
\$385.00	06/14/09	Sun	11.80	4,543.00	<u>MATTER NAME: DIP FINANCING/CASH COLLATERAL</u> 1 RESEARCH PREPETITION AND DIP ISSUES (3.63)
\$385.00	06/15/09	Mon	5.20	2,002.00	<u>MATTER NAME: DIP FINANCING/CASH COLLATERAL</u> 1 RESEARCH PREPETITION AND DIP ISSUES (3.63)
NUMBER OF ENTRIES:	4		26.70	10,279.50	
SACI CIPOLLA, S	06/07/09	Sun	2.30	4.50	<u>MATTER NAME: RETENTION OF PROFESSIONALS</u> 1 CONFERENCE WITH E.FREIKA AND G.NOVOD REGARDING ANALYSIS OF MEMBERS OF PAST COMMITTEES AND
				0.15	2 IMPORT INFORMATION INTO EXCEL SPREADSHEET (3.0);
				4.50	3 CONDUCTED RESEARCH FOR SAME (4.50);
NUMBER OF ENTRIES:	1		4.50	1,170.00	
JDAY DAVIS, J	06/22/09	Mon	10.50	1.82	<u>MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT</u> 1 CONF. WITH K. KOPELMAN TO DISCUSS TSA ISSUES,
				1.82	2 WORKED ON UPDATE MEMO TO COMMITTEE;
				1.82	3 REVISED/REVISED TSA/MLA GRIDS FOR INCLUSION IN MOTION RE: SALE ORDER;
				1.82	4 FOIA RESEARCH AND PREPARE LETTER TO TREASURY;
				1.40	5 CONF. WITH K. KOPELMAN, T. MOLNER AND R. SCHMIDT ON FOIA;
				1.82	6 PREPARED DOCUMENTATION TO DELIVER TO CWT AND TREASURY.

- See the last page of exhibit for explanation

EXHIBITE

LEGAL RESEARCH

Kramer / evin Naftalis & Franke

TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS -	DESCRIPTION
NUMBER OF ENTRIES:		6.12	3,978.00		
DAVIS, J	07/02/09	6.50	2795.00	2.20 F	MATTER NAME: CORPORATE & SECURITIES MATTERS 1 PREPARE SHORT LIST OF ISSUES FOR A. CATON (2.2);
DAV				4.30 F	2 REVIEWED DE LAW ON BANKRUPTCY AND CORPORATIONS IN CONNECTION WITH CHANGES TO BYLAWS/ARTICLES FOR GM (4.3)
TEFIN	07/27/09	4.00	1.15	747.50	MATTER NAME: ENVIRONMENTAL ISSUES 1 CONF WITH C. WARREN AND K. FOLB RE: RESEARCH MEMO (1.7); 2 CONF WITH K. FOLB AND 3 REVIEW RESEARCH (2.3).
INGER, T					
DAVIS, J	07/28/09	1.50	1.50	975.00	MATTER NAME: ENVIRONMENTAL ISSUES 1 REVIEW RESEARCH MATERIALS AND DRAFT OUTLINE FOR MEMO.
DAV					
TEFIN	08/05/09	2.50	1.25	812.50	MATTER NAME: ENVIRONMENTAL ISSUES 1 REVIEW BANKRUPTCY RESEARCH; 2 CONFERENCE WITH K. FOLB.
INGER, T					
DAVIS, J	08/06/09	0.80	0.80	520.00	MATTER NAME: ENVIRONMENTAL ISSUES 1 RESEARCH ISSUES RE: TREATMENT OF ENVIRONMENTAL CLAIMS.
DAV					
TEFIN	08/19/09	1.50	0.75	487.50	MATTER NAME: ENVIRONMENTAL ISSUES 1 FINALIZE OUTLINE AND RESEARCH; 2 EMAIL TO K. FOLB AND C. WARREN.
INGER, T					
DAVIS, J	09/09/09	3.50	3.00	1,980.00	MATTER NAME: ENVIRONMENTAL ISSUES 1 CALL WITH K. FOLB (5);
DAV				3.00 F	2 RESEARCH AND DRAFT MEMO (3.0).
TEFIN	09/10/09	6.00	6.00	3,960.00	MATTER NAME: ENVIRONMENTAL ISSUES 1 RESEARCH STATUTES AND DRAFT MEMO
INGER, T					
DAVIS, J	09/11/09	2.00	2.00	1,320.00	MATTER NAME: ENVIRONMENTAL ISSUES 1 RESEARCH, DRAFT MEMO
DAV					

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- See the last page of exhibit for explanation

EXHIBITE
LEGAL RESEARCH

Kramer Levin Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS	DESCRIPTION
KFOL FOLB, K	07/23/09	Thu 4:00	1.60	1,016.00	MATTER NAME: ENVIRONMENTAL ISSUES 1 REVIEW TOLLING AGREEMENT (.8); 1.60 A 2 RESEARCH RE: SITES IN AGREEMENT, STATUTE OF LIMITATIONS ISSUE, 1.60 A 3 CONF WITH C. WARREN RE: SAME (3:2).
	07/28/09	Tue 0:80	0.40	254.00	MATTER NAME: ENVIRONMENTAL ISSUES 1 REVIEW OUTLINE FOR MEMO; 2 RESEARCH FOR MEMO.
	08/05/09	Wed 3:00	1.50	952.50	MATTER NAME: ENVIRONMENTAL ISSUES 1 RESEARCH FOR MEMO RE: TREATMENT OF ENVIRONMENTAL OBLIGATIONS IN BANKRUPTCY; 2 EDITS TO OUTLINE.
	08/18/09	Tue 2:30	2.30	1,460.50	MATTER NAME: ENVIRONMENTAL ISSUES 1 RESEARCH FOR ENVIRONMENTAL MEMO.
	08/19/09	Wed 0:40	0.40	254.00	MATTER NAME: ENVIRONMENTAL ISSUES 1 RESEARCH FOR ENVIRONMENTAL MEMO.
	08/26/09	Wed 2:60	2.60	1,651.00	MATTER NAME: ENVIRONMENTAL ISSUES 1 RESEARCH FOR ENVIRONMENTAL MEMO.
	09/08/09	Tue 1:00	1.00	650.00	MATTER NAME: ENVIRONMENTAL ISSUES 1 RESEARCH FOR MEMO.
	09/24/09	Thu 3:00	1.90	1,235.00	MATTER NAME: ENVIRONMENTAL ISSUES 1 EDITS TO MEMO SECTIONS (.8); 0.30 F 2 CONF WITH C. WARREN (3:); 1.90 F 3 RESEARCH RE: ENVIRONMENTAL ISSUES AND LIENS (1:9).
NUMBER OF ENTRIES:	8			11.70	7,473.00
STOR FORD, S	06/08/09	Mon 1:00	1.00	385.00	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 READING AND ANALYZING CASE FOR SUCCESSOR LIABILITY MEMO.

- See the last page of exhibit for explanation

EXHIBIT E

LEGAL RESEARCH

Kramer Levin Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
SFOR FORD, S	\$385.00 06/09/09 Tue	5.10	1.60	616.00	1.90 F 1 TEAM MEETING (1.9), 1.60 A 2 REVIEW OF BACKGROUND DOCUMENTS AND 1.60 A 3 INITIAL RESEARCH INTO STATE LAW (NEW YORK) (3.2).	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> 1 NEW YORK AND TEXAS 'SUCCESSOR LIABILITY RESEARCH AND DRAFTING.
	\$385.00 06/10/09 Wed	7.10	7.10	2,733.50		<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> 1 NEW YORK AND TEXAS 'SUCCESSOR LIABILITY RESEARCH AND DRAFTING.
	\$385.00 06/11/09 Thu	8.50	6.00	2,310.00	2.50 F 1 DRAFTING TX SECTION (2.5) 6.00 F 2 NR RESEARCH AND DRAFTING (6).	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> 1 DRAFTING TX SECTION (2.5) 2 NR RESEARCH AND DRAFTING (6).
	\$385.00 06/12/09 Fri	8.70	6.10	2,348.50	6.10 F 1 SUCCESSOR LIABILITY MEMO: RESEARCH AND WRITING ON WA STATE (6.1) 2.20 F 2 'OUTLINING SECTIONS ON DE FACTO MERGER AND MERE CONTINUATION. (2.2) 0.40 F 3 'MEETING TO REVIEW NEW DEADLINES(4)	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> 1 SUCCESSOR LIABILITY MEMO: RESEARCH AND WRITING ON WA STATE (6.1) 2 'OUTLINING SECTIONS ON DE FACTO MERGER AND MERE CONTINUATION. (2.2) 3 'MEETING TO REVIEW NEW DEADLINES(4)
	\$385.00 06/13/09 Sat	16.40	8.90	3,426.50	1.30 F 1 'READING CASES AND WRITING SECTION ON MA AND CT CASES (1.3) 5.60 F 2 'READING CASES AND WRITING SECTION ON MA (5.6) 3.50 F 3 'WRITING SECTION ON DE FACTO MERGER (3.5) 4.00 F 4 'WRITING SECTION ON MERE CONTINUATION (4) 2.00 F 5 'READING CASES ON CT (2)	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> 1 'READING CASES AND WRITING SECTION ON MA AND CT CASES (1.3) 2 'READING CASES AND WRITING SECTION ON MA (5.6) 3 'WRITING SECTION ON DE FACTO MERGER (3.5) 4 'WRITING SECTION ON MERE CONTINUATION (4) 5 'READING CASES ON CT (2)
	\$385.00 06/14/09 Sun	11.50	9.50	3,657.50	2.50 F 1 CT SECTION OF SUCCESSOR LIABILITY MEMO-WRITING SUMMARY (2.5 HOURS) 9.50 F 2 'EDITING DE FACTO MERGER AND CONTINUATION SECTIONS, ADDITIONAL RESEARCH (9.5)	<u>MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT</u> 1 REVISE SUMMARY/GRIDS OF TRANSITION SERVICES AGREEMENT BASED ON COMMENTS FROM KEN KOPELMAN AND JOSH DAVIS (2.1); 2 ASSIST WITH DRAFTING AND REVISING LONG FORM MEMO REGARDING TSA ISSUES (9); 3 CONFERENCE AND ADDITIONAL DISCUSSIONS WITH KEN KOPELMAN AND JOSH DAVIS REGARDING DRAFT OF TSA MEMO TO THE COMMITTEE AND TSA SUMMARY/GRID (1.9); 4 RESEARCH PRIOR TSAS WITH SIMILAR STRUCTURE AND RESEARCH PRECEDENT AND LANGUAGE FROM PRIOR TSAS (1.3); 5 AND COORDINATE REVIEW OF TSA AND MASTER LEASE AGREEMENT AND DRAFTING OF SUMMARIES/MEMOS BY TAX, REAL ESTATE AND ENVIRONMENTAL ATTORNEYS (6); 6 AND CREATE INTERNAL WORKING PARTY LIST OF ATTORNEYS ASSISTING WITH TSA MEMO AND MASTER LEASE AGREEMENT (6);
	NUMBER OF ENTRIES:	7	40.20	15,477.00		
AJFR FREEDMAN, A	\$520.00 06/08/09 Mon	7.40	1.30	676.00	2.10 F 1 REVISE SUMMARY/GRIDS OF TRANSITION SERVICES AGREEMENT BASED ON COMMENTS FROM KEN KOPELMAN AND JOSH DAVIS (2.1); 0.90 F 2 ASSIST WITH DRAFTING AND REVISING LONG FORM MEMO REGARDING TSA ISSUES (9); 1.90 F 3 CONFERENCE AND ADDITIONAL DISCUSSIONS WITH KEN KOPELMAN AND JOSH DAVIS REGARDING DRAFT OF TSA MEMO TO THE COMMITTEE AND TSA SUMMARY/GRID (1.9); 1.30 F 4 RESEARCH PRIOR TSAS WITH SIMILAR STRUCTURE AND RESEARCH PRECEDENT AND LANGUAGE FROM PRIOR TSAS (1.3); 0.60 F 5 AND COORDINATE REVIEW OF TSA AND MASTER LEASE AGREEMENT AND DRAFTING OF SUMMARIES/MEMOS BY TAX, REAL ESTATE AND ENVIRONMENTAL ATTORNEYS (6); 0.60 F 6 AND CREATE INTERNAL WORKING PARTY LIST OF ATTORNEYS ASSISTING WITH TSA MEMO AND MASTER LEASE AGREEMENT (6);	

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EXHIBITE
LEGAL RESEARCH
Kramer Levin Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS ~	DESCRIPTION
<i>MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT</i>					
AJFR FREEDMAN, A	06/09/09	4.50	0.60	312.00	0.70 F 1 REVIEW REAL ESTATE AND ENVIRONMENTAL COMMENTS TO THE TSA (1.7); 1.40 F 2 REVISE SUMMARY/GRIDS OF TRANSITION SERVICES AGREEMENT BASED ON COMMENTS FROM KEN KOPELMAN AND JOSH DAVIS (1.4); 0.90 F 3 ASSIST WITH DRAFTING AND REVISING LONG FORM MEMO REGARDING TSA ISSUES (9); 0.90 F 4 DISCUSSIONS WITH KEN KOPELMAN AND JOSH DAVIS REGARDING DRAFT OF TSA MEMO TO THE COMMITTEE (9); 0.60 F 5 RESEARCH PRECEDENT AND LANGUAGE FROM PRIOR TSAS (6).
<i>MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT</i>					
\$520.00	06/10/09	14.70	2.20	1,144.00	5.90 F 1 REVISE SUMMARY/GRIDS OF TRANSITION SERVICES AGREEMENT AND MASTER LEASE AGREEMENT FOR DISTRIBUTION TO CREDITORS COMMITTEE BASED ON COMMENTS FROM KEN KOPELMAN, JOSH DAVIS, MICHAEL FEN AND BASED ON TEMPLATE USED TO SUMMARIZE OTHER DOCUMENTS INCLUDING THE PURCHASE AGREEMENT, AND DISTRIBUTE DRAFTS (5.9); 3.80 F 2 ASSIST WITH DRAFTING AND REVISING LONG FORM MEMO REGARDING TSA ISSUES (3.8); 2.80 F 3 DISCUSSIONS WITH KEN KOPELMAN AND JOSH DAVIS REGARDING CONFERENCE CALL AND STATUS OF THE TRANSITION SERVICES AGREEMENT (2.8); 2.20 F 4 RESEARCH PRECEDENT AND LANGUAGE FROM PRIOR TSAS (2.2).
NUMBER OF ENTRIES:		3	4.10	2,132.00	
<i>MATTER NAME: RETENTION OF PROFESSIONALS</i>					
ESFR FRELIKA, E	06/12/09	3.60	1.65	1,105.50	0.30 F 1 DISCUSSIONS WITH TMAYER AND RSCHMIDT REGARDING DISCLOSURE AND CONNECTIONS (3); 1.65 A 2 DRAFT, EDIT AND REVISE DECLARATION OF TMAYER IN SUPPORT OF RETENTION AND 1.65 A 3 RESEARCH REGARDING SAME (3.3).
NUMBER OF ENTRIES:		1	1.65	1,105.50	
<i>MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT</i>					
ARFR FRIEDMAN, A	06/11/09	1.00	0.50	405.00	0.30 F 1 MESSAGES K. KOPELMAN AND E-MAILS M/S/RE K. KOPELMAN QUESTIONS (30); 0.50 F 2 REVIEW DOCS. AND RESEARCH RE TSA ISSUES (50); 0.20 F 3 DISCS. K KOPELMAN RE ANALYSIS AND ISSUES (20).
NUMBER OF ENTRIES:		1	0.50	405.00	
<i>MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT</i>					
\$810.00	06/14/09	1.00	1.00	810.00	1.00 F 1 RESEARCH RE REMEDIES ISSUES (1.00).
NUMBER OF ENTRIES:		1	1.00	810.00	
<i>MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT</i>					
\$810.00	06/18/09	1.50	0.50	405.00	1.00 F 1 VARIOUS TICS AND DISCS. K KOPELMAN, T MAYER AND ANALYSIS TSA REMEDIES ISSUES (1.00); 0.50 F 2 REVIEW E-MAILS AND RESEARCH (50).
NUMBER OF ENTRIES:		1	0.50	405.00	

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EXHIBITE

LEGAL RESEARCH

Kramer Levin Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
ARFR FRIEDMAN, A	06/19/09 Fri	1.50	0.50	405.00	0.50 F	MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT
					0.50 F	1 MESSAGES AND CONFS. K KOPELMAN RE POTENTIAL REVISIONS (50);
					0.50 F	2 REVIEW RESEARCH AND ANALYSIS RE REMEDIES ISSUES (50);
					0.50 F	3 E-MAILS AND TICS K KOPELMAN RE REDRAFTS AND INSERTS (50).
NUMBER OF ENTRIES:	4	2.50		2,025.00		
ESSR GREENBERG, E	06/09/09 Tue	3.20	0.80	308.00		MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES
					1 REVIEW TRANSACTION SUMMARY AND OVERVIEW OF ASSET SALE;	
					2 MEET WITH SCOTT RUSKAY-KIDD, SAMANTHA FORD, AND VICTOR REGAL TO DISCUSS STATE BY STATE SURVEY ASSIGNMENT OF	
					3 SUCCESSOR LIABILITY ISSUES IN GM BANKRUPTCY.	
					4 REVIEW LAW PRESENTATION ON SUCCESSOR LIABILITY IN ASSET ACQUISITIONS;	
						5 REVIEW ARTICLE FROM FLORIDA STATE BUS LAW REVIEW COMPARING SUCCESSOR LIABILITY ON STATE BY STATE
						BASIS.
						MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES
					1 RESEARCH EXCEPTIONS TO RULE AGAINST SUCCESSOR LIABILITY UNDER MICHIGAN LAW;	
					2 COMPILE SUMMARY OF EXCEPTIONS AND ANALYZE FOR NEW GM IN APPENDIX OF MEMO ON SUCCESSOR LIABILITY. (3.0);	
					3 RESEARCH EXCEPTIONS TO RULE AGAINST SUCCESSOR LIABILITY UNDER OHIO LAW;	
					4 COMPILE SUMMARY OF EXCEPTIONS AND ANALYZE FOR NEW GM IN APPENDIX OF MEMO ON SUCCESSOR LIABILITY. (3.0)	
						MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES
					1 MAKE EDITS AND CHANGES TO MI AND OH SECTIONS BASED ON FEEDBACK FROM SRK;	
					2 DISCUSS MEMO WITH SRK ON PHONE;	
					3 RESEARCH, ANALYZE AND SUMMARIZE INTO APPENDIX OF MEMO EXCEPTIONS TO THE RULE AGAINST SUCCESSOR LIABILITY	
					UNDER MISS LAW;	
					4 CONFERENCE CALL WITH SAM AND VICTOR TO DISCUSS SECTIONS AND THEORIES;	
					5 CONFERENCE CALL WITH SAM, VICTOR, AND SCOTT TO DISCUSS MEMO PROGRESS AND SCHEDULE;	
					6 RESEARCH SUCCESSOR LIABILITY CASE LAW IN PENN, OR, AND GA.	
						MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES
					1 READ UPDATE FACT SECTION OF MASTER MEMO (5);	
					2 CONTINUE OREGON RESEARCH AND ADD SUMMARY AND ANALYSIS TO OR TO MEMO (1.7);	
					3 CONFERENCE CALL WITH VICTOR REGAL AND SAMANTHA FORD TO DISCUSS CONSIDERATION FOR OLD GM'S ASSETS;	
					4 RESEARCH AND DRAFT MEMO SECTIONS ON DUTY TO WARN CLAIMS AND EXPRESS/IMPLIED ASSUMPTION OF LIABILITY.	
					4.30 F	5 STATUS MEETING WITH SCOTT, A. CATON, V. REGAL AND S. FORD. (4.3)

~ See the last page of exhibit for explanation

EXHIBIT E
LEGAL RESEARCH
Kramer Levin Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS ~	DESCRIPTION
<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u>					
ESGR GREENBERG, E	06/14/09 Sun	10.60	3.53	1,360.33	1 COMPLETE RESEARCH AND DRAFTING OF PA SECTION TO MEMO APPENDIX; 2 RESPOND TO S RUSKAY-KIDD'S EDITS, REVISE AND ADD TO MEMO SECTIONS ON ASSUMPTION OF LIABILITY AND FAILURE TO WARN, INCLUDING INCORPORATING ADDITIONAL RESEARCH OF POINTS FROM FLETCHER. EDIT MISSISSIPPI SECTION OF APPENDIX.
<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u>					
\$385.00	06/15/09 Mon	8.60	2.87	1,103.67	3 STATUS MEETING WITH S. RUSKAY-KIDD, A CATON, V. REGAL, AND S. FORD.
<u>MATTER NAME: TAX ISSUES</u>					
BHER HERZOG, B	07/08/09 Wed	0.50	0.50	375.00	1 REV. IRS RULING.
<u>MATTER NAME: 363 SALE ISSUES</u>					
NHUS HUSAN, N	06/24/09 Wed	4.00	4.00	320.00	1 WESTLAW/LEXIS/NEXIS SEARCH OF CASES FOR SALE OBJECTION.
<u>MATTER NAME: 363 SALE ISSUES</u>					
\$80.00	06/25/09 Thu	3.00	3.00	240.00	1 LEXIS/NEXIS/WESTLAW SEARCH FOR CASES
<u>MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT</u>					
KPKO KOPELMAN, K	06/08/09 Mon	9.10	1.90	1,586.50	1 TSA: AM REVIEW OF NEWS STORIES/DEVELOPMENTS (40); 2 CONTINUING WORK ON PRELIMINARY ISSUES LIST. 3 PRECEDENT REVIEW AND ANALYSIS, IN PREP FOR INTERNAL MEETING W/J DAVIS AND A FREEDMAN TO REVIEW PRELIMINARY TSA COMMENTS (3.80); 4 CONF CALL RT SCHMIDT, J DAVIS, REPRESENTATIVES OF FTI RE TRANSITION SERVICES MATTERS (1.30); 5 CONFERENCE A FREEDMAN RE LITIGATION REMEDIES REVIEW OF TSA (30); 6 TALKS, EMAILS M FEIN RE RESULTS OF PRELIMINARY REAL ESTATE REVIEW, INCL INTERPLAY W/TSA (80); 7 REVIEW OF PRELIMINARY DRAFT OF EXTENDED ISSUES LIST (1.20); 8 E-MAILS TO TEAM THROUGHOUT (7.0).

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EXHIBITE

LEGAL RESEARCH

Kramer Levin Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS	DESCRIPTION
<u>MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT</u>					
KPKO KOPELMAN, K	06/16/09	6:30	1.05	876.75	1.05 A 1 WIBATTERSON (J&B) RE TSA COMMENTS, APPROACH & NEXT STEPS INCLUDING 1.05 A 2 COMPILING ISSUES LIST, 1.05 A 3 MARK UPS OF ACTS, INCLUDING RIDERS.
<u>MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT</u>					
				1.05 A 4 REVIEW OF PRECEDENT,	
				1.05 A 5 REVISIONS, ETC.	
				1.05 A 6 INTERNAL STATUS REPORTS (6:30).	
<u>MATTER NAME: MOTIONS</u>					
				0.30 A 1 ATTENTION TO REMEDIES ISSUES INCL CONF CALLS/E-MAILS T MOLNER, A FRIEDMAN, M OBERMAN,	
				0.30 A 2 READING CASE/BRIEF EXCERPTS AND	
				0.30 A 3 TICS/E-MAILS RE FOLLOW UP (9:00);	
				0.40 A 4 WORK ON SECONDARY ISSUES TO BE INCLUDED ON "DRAFTING ITEMS" PORTION OF ISSUES LIST INCLUDING E-MAILS, CALLS,	
				0.40 A 5 REVIEW OF DRAFTS FROM J DAVIS, A FREEDMAN (8:00);	
				1.20 F 6 W/A FREEDMAN, J DAVIS RE PREP OF E-MAILS/MEMOS RE: VARIOUS DEAL POINTS IN PREP FOR TOMORROW'S MEETING (1:20).	
<u>MATTER NAME: APPELLATE ISSUES</u>					
				1.70 F 1 REVIEW MOTION FOR STAY PENDING APPEAL TO DISTRICT COURT (1:7),	
				2.40 F 2 REVIEW CASE LAW (2:4),	
				4.60 F 3 DRAFTING AND REVISING OBJECTION TO SAME (4:6),	
				0.80 F 4 FILE SAME (.8).	
<u>MATTER NAME: ENVIRONMENTAL ISSUES</u>					
				1.00 F 1 INTERNAL MEETING REGARDING ENVIRONMENTAL ISSUES (1:0);	
				1.10 F 2 CONFER WITH LIBRARY REGARDING TREATISES (1:1);	
				1.50 F 3 RESEARCH ENVIRONMENTAL ISSUES (1:5);	
				1.70 F 4 REVIEW RELEVANT CASE LAW (1:7).	
<u>MATTER NAME: ENVIRONMENTAL ISSUES</u>					
				1.10 F 1 REVIEW CASE LAW ON ABANDONMENT (1:1);	
				2.10 F 2 DRAFT MEMO REGARDING SAME (2:1).	

- See the last page of exhibit for explanation

EXHIBITE
LEGAL RESEARCH
Kramer Levin Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
LMMA MACKSOUD, L	08/27/09	4.50	2.10	1,228.50	0.80 F	MATTER NAME: ENVIRONMENTAL ISSUES
					1.30 F	1 RESEARCH ENVIRONMENTAL ISSUES (1.8);
					2.10 F	2 REVIEW RELEVANT CASE LAW AND ARTICLES (1.3);
					0.30 F	3 MEET WITH ENVIRONMENTAL GROUP REGARDING MEMORANDUM (2.1);
						4 REVISE OUTLINE OF ENVIRONMENTAL MEMORANDUM (3).
\$585.00	08/28/09	3.70	3.70	2,164.50		MATTER NAME: ENVIRONMENTAL ISSUES
						1 RESEARCH ENVIRONMENTAL ISSUES, REVIEW RELEVANT CASE LAW AND ARTICLES.
\$585.00	08/31/09	2.60	2.60	1,521.00		MATTER NAME: ENVIRONMENTAL ISSUES
						1 RESEARCHING ENVIRONMENTAL LAW ISSUES.
\$600.00	09/16/09	2.40	1.20	720.00		MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS
						1 DRAFTING SUMMARY OF ARGUMENTS TO DISCUSS ON NEXT COMMITTEE CALL,
						2 REVIEWING RELEVANT CASE LAW REGARDING SAME.
\$600.00	09/23/09	8.00	5.00	3,000.00	2.30 F	MATTER NAME: ENVIRONMENTAL ISSUES
					0.70 F	1 REVIEWING OTHER CHAPTER 11 PLANS FOR TREATMENT OF ENVIRONMENTAL ISSUES (2.3);
					5.00 F	2 CONFERRING WITH A. ROGOFF REGARDING SAME (7);
						3 DRAFTING ENVIRONMENTAL MEMO, REVIEWING RELEVANT CASE LAW (5.0)
\$600.00	09/24/09	7.00	7.00	4,200.00		MATTER NAME: ENVIRONMENTAL ISSUES
						1 DRAFTING AND REVISING ENVIRONMENTAL MEMO, REVIEWING RELEVANT CASE LAW AND TREATISES.
NUMBER OF ENTRIES:	10		32.30	19,093.50		
TMMA MAYER, T	08/06/09	0.40	0.30	279.00	0.30 F	MATTER NAME: CASE ADMINISTRATION
					0.10 F	1 REVIEW SECOND CIRCUIT'S OPINION IN CHRYSLER CASE (3);
						2 CALL WITH MATT WILLIAMS (GIBSON DUNN, COUNSEL TO CHAIR WILMINGTON TRUST) RE EFFECT OF CHRYSLER DECISION (1).
NUMBER OF ENTRIES:	1		0.30	279.00		
GNOV NOVOD, G	06/12/09	5.90	1.40	861.00	1.40 A	MATTER NAME: MOTIONS
					1.40 A	1 EMAIL TO AIRCRAFT REJECTION MOTION,
					1.40 A	2 EMAILS AND
					1.40 A	3 REVIEW OF CASE LAW,
					1.40 A	4 LEASES RE SAME. (5.6).
					0.30 F	5 EMAILS TO JOE SMOLINSKY RE DATA ROOM ISSUE. (0.3).

~ See the last page of exhibit for explanation

EXHIBIT E

EGAL RESEARCH

Kramer, Levin, Naftalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
NOVOD, G	\$615.00	07/04/09	Sat	4.90	0.92	565.80	MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT/ISSUES 1 VARIOUS CONFERENCE CALLS.
OLIVEIRA, J	\$360.00	08/21/09	Fri	3.00	3.00	1,080.00	MATTER NAME: ENVIRONMENTAL ISSUES 1 CONDUCT LEGAL RESEARCH ON THE SECTION 362(B)(4) EXCEPTION TO THE AUTOMATIC STAY.
EPAT PATT, E	\$385.00	06/11/09	Thu	3.20	1.60	616.00	MATTER NAME: 363 SALE ISSUES 1 MEET WITH H.WAXMAN TO DISCUSS 363(M) RESEARCH ASSIGNMENT; 2 BEGIN PRELIMINARY 363(M) RESEARCH.
OLIVEIRA, J	\$385.00	06/12/09	Fri	5.00	5.00	1,925.00	MATTER NAME: 363 SALE ISSUES 1 RESEARCH 363(M) ISSUES; CIRCULATE KEY CASES TO H.WAXMAN.
GPL PLOTKO, G	\$385.00	06/15/09	Mon	6.30	6.30	2,425.50	MATTER NAME: 363 SALE ISSUES 1 RESEARCH/WRITE DRAFT MEMO FOR 363(M) ISSUES
NOVOD, G	\$665.00	09/30/09	Wed	2.90	2.90	1,928.50	MATTER NAME: PLAN & DISCLOSURE STATEMENT 1 REVIEW CASE LAW ON 1145 RE DISTRIBUTING STOCK TO DIFFERENT CLAIM HOLDERS UNDER A TRUST
OLIVEIRA, J	\$660.00	08/31/09	Mon	0.50	0.25	165.00	MATTER NAME: FEE APPLICATION/MONTHLY INVOICES 1 REVIEW NOTICE FROM LFR-ARCAIDS. 2 REVIEW LOCAL RULES FOR TRAVEL TIME REIMBURSEMENT POLICY.
OLIVEIRA, J	\$665.00	09/30/09	Fri	3.20	3.20	2,112.00	MATTER NAME: ENVIRONMENTAL ISSUES 1 REVIEW TREATISES ON TREATMENT OF ENVIRONMENTAL CLAIMS (14); 2 REVIEW RECENT CASE LAW FROM 7TH CIRCUIT (18).

See the last page of exhibit for explanation

EXHIBIT E
LEGAL RESEARCH

Kramer Levin Naftalis & Frankel

TIMEKEEPER	NUMBER OF ENTRIES:	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	FEES	DESCRIPTION
GGPL, PLOTKO, G				3	6.35			4,205.50	
VREG, REGAL, V									
\$385.00	06/09/09	Tue	3.00	3.00		1,155.00			<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> RESEARCH CALIFORNIA LAW ON SUCCESSOR LIABILITY AND BEGAN CREATING OUTLINE IN PREPARATION FOR WRITING ENTRY IN MEMO (3 HRS).
\$385.00	06/10/09	Wed	8.50	8.50			3,272.50	6.50 F	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> RESEARCH LAW ON SUCCESSOR LIABILITY IN: ILLINOIS (6.5 HRS); NEW HAMPSHIRE (1.5 HRS); NEW MEXICO (5 HRS).
\$385.00	06/11/09	Thu	10.00	9.00		3,465.00	1.00 F	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> WRITE APPENDIX ENTRY FOR NEW MEXICO (1 HR); RESEARCH AND WRITE NEW HAMPSHIRE ENTRY (3 HRS); RESEARCH AND WRITE FLORIDA ENTRY (4.5 HRS); RESEARCH AND WRITE ILLINOIS ENTRY (1.5 HRS).	
\$385.00	06/12/09	Fri	9.00	8.50		3,272.50	2.50 F	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> RESEARCH AND WRITE CALIFORNIA APPENDIX ENTRY (2.5 HRS); ORGANIZATIONAL MEETING (5 HRS); RESEARCH THEORIES OF PRODUCT LINE LIABILITY AND FRAUD FOR INCLUSION IN MAIN SECTION OF THE MEMO (6 HRS).	
\$385.00	06/13/09	Sat	6.50	2.00		770.00	1.20 F	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> RESEARCHED AND WROTE GEORGIA APPENDIX ENTRY (1.2 HRS); WORKED ON FRAUD SECTION OF ANALYSIS SECTION (2 HRS); WORKED ON PRODUCT LIABILITY SECTION OF ANALYSIS (2 HRS); MADE FORMATTING CHANGES TO MEMO (5 HRS); RESEARCH ON CHANGING DIRECTORS OF GM (8 HRS).	
\$385.00	06/18/09	Thu	3.00	3.00		1,155.00			<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> REVIEW CASES RE: BANKRUPTCY COURT JURISDICTION.
	NUMBER OF ENTRIES:	6			34.00			13,090.00	
BRIG, RIGEL, B									<u>MATTER NAME: TAX ISSUES</u> REVIEW DEALER TERMINATION AGREEMENTS (.7); TAX RESEARCH RE: SAME (1.3).

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EXHIBIT E

LEGAL RESEARCH

Kramer Levin Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
BRIG RIGEL, B	06/15/09	Mon	4.60	2.00	1,300.00	<u>MATTER NAME: TAX ISSUES</u> 1 OFFICE CONFERENCE B. HERZOG (8); 2 OFF CONFERENCE T. CUSHENBERRY (2.0); 3 TAX RESEARCH: TERMINATION OF DEALER CONTRACTS (2.0).
	06/29/09	Mon	5.40	4.00	2,600.00	<u>MATTER NAME: TAX ISSUES</u> 1 TAX RESEARCH: TERMINATION PAYMENTS (4.0); 2 OFFICE CONFERENCE WITH B. HERZOG (1.4).
	06/30/09	Tue	5.30	2.00	1,300.00	<u>MATTER NAME: TAX ISSUES</u> 1 OFFICE CONFERENCE WITH BH (2.0); 2 TAX RESEARCH: TERMINATION PAYMENTS (2.0); 3 PREPARE FOR CALL. (1.3)
	07/20/09	Mon	1.10	0.55	357.50	<u>MATTER NAME: TAX ISSUES</u> 1 OFF CONF. B. HERZOG; 2 TAX RESEARCH- DEALER TERMINATIONS.
	07/23/09	Thu	0.90	0.90	585.00	<u>MATTER NAME: TAX ISSUES</u> 1 TAX RESEARCH: DEALER TERMINATION.
	07/24/09	Fri	0.50	0.50	325.00	<u>MATTER NAME: TAX ISSUES</u> 1 TAX RESEARCH: DEALER TERMINATIONS.
NUMBER OF ENTRIES:	7		11.25		7,312.50	
JROC ROCHON, J	06/12/09	Fri	3.70	3.70	2,516.00	<u>MATTER NAME: DIP FINANCING/CASH COLLATERAL</u> 1 REVIEW RESEARCH AND ANALYSIS OF DIP FINANCING ISSUES (3.7)
	06/12/09	Fri	2.50	1.90	1,292.00	<u>MATTER NAME: 363 SALE ISSUES</u> 1 REVIEWING RESEARCH AND ANALYSIS OF 363 SALE ISSUES (1.9); 2 TELEPHONE CALL WITH HADASSA WAXMAN REGARDING 363 SALES ISSUES (0.1); 3 ANALYSIS OF SALE MOTION AND MEMORANDUM OF LAW IN PREPARATION FOR 363 ISSUES (0.5)
	06/18/09	Thu	0.90	0.80	544.00	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> 1 REVIEWING RESEARCH ON SUCCESSOR LIABILITY ISSUES (0.8); 2 TELEPHONE CALL WITH JEFF TRACHTMAN REGARDING SUCCESSOR LIABILITY ISSUES (0.1).

~ See the last page of exhibit for explanation

EXHIBITE
LEGAL RESEARCH
Kramer Levin Naftalis & Frankel

TIMEKEEPER	NUMBER OF ENTRIES:	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
JROC ROCHON, J			3	6.40			
JROS ROSENSAFT, J	\$600.00 09/24/09	Thu	5.80	3.80	2,280.00	1.00 F	MATTER NAME: CORPORATE & SECURITIES MATTERS 1 MEETING WITH A. DIENSTAG RE: OLD GM LIQUIDATION TRUSTS (1:0); 1.00 F 2 MEETING WITH T. MAYER RE: SAME (1:0); 3.80 F 3 RELATED BANKRUPTCY AND SECURITIES RESEARCH (3:8).
	\$600.00 09/29/09	Tue	4.50	2.80	1,680.00	2.80 F	MATTER NAME: CORPORATE & SECURITIES MATTERS 1 SECURITIES RESEARCH REGARDING LIQUIDATION TRUSTS (2:8); 0.80 F 2 MEETINGS WITH A. DIENSTAG (8:8); 0.90 F 3 MEETING WITH B. HERZOG AND H. STOOPACK (9).
	\$600.00 09/30/09	Wed	5.00	2.40	1,440.00	1.50 F	MATTER NAME: CORPORATE & SECURITIES MATTERS 1 ATTENTION TO LIQUIDATING TRUST STRUCTURE PROPOSAL (1:5); 2.40 F 2 RELATED SECURITIES LAW RESEARCH (2:4); 1.10 F 3 RELATED CALLS AND CORRESPONDENCE WITH T. MAYER, A. DIENSTAG AND G. PLOTKO (1:1).
			3	9.00	5,400.00		
SRUS RUSKAY-KIDD, S	\$660.00 06/09/09	Tue	4.40	0.40	264.00	0.40 F	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 REVIEW ARTICLES RE: SUCCESSOR LIABILITY (4 HOURS); 2 REVIEW MEMO FROM J. ROCHON RE: FACTS OF SALE TRANSACTION RELEVANT TO SUCCESSOR LIABILITY; 0.20 F 3 CONVERSATION WITH J. ROCHON RE: SAME (2 HOURS); 1.50 F 4 MEETING WITH S. FORD, E. GREENBERG AND V. REGAL TO DESCRIBE SUCCESSOR LIABILITY THEORIES, RELEVANT FACTS AND ASSIGNMENTS FOR SUCCESSOR LIABILITY MEMO (1.5 HOURS); 0.30 F 5 E-MAIL NECESSARY MATERIALS AND INFORMATION TO S. FORD, E. GREENBERG AND V. REGAL (3 HOURS); 0.30 F 6 CONVERSATION WITH J. TAYLOR AND J. ROCHON RE: FACTS OF GM TRANSACTION (3 HOURS); 0.20 F 7 E-MAIL TO J. TAYLOR RE: FACTS OF GM TRANSACTION (2 HOURS); 1.10 F 8 DRAFT SKELETON OF SUCCESSOR LIABILITY MEMO (1.1 HOURS).
	\$660.00 06/10/09	Wed	2.50	2.00	1,320.00	0.30 F	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 ANSWER QUESTIONS FROM V. REGAL AND E. GREENBERG RE: THEIR DRAFTING OF PORTIONS OF THE MEMO ON SUCCESSOR LIABILITY (3 HOURS); 0.20 F 2 REVIEW NEWS RE: GM BANKRUPTCY (2 HOURS); 2.00 F 3 REVIEW STATE LAW RE: SUCCESSOR LIABILITY (2:0 HOURS)

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EXHIBITE

LEGAL RESEARCH

Kramer Levin Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS	DESCRIPTION
MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES					
SRUS RUSKAY-KIDD, S	06/11/09	Thu 9:00 0.90	594.00	3.90 F	1 DRAFT SUCCESSOR LIABILITY MEMO (3.9 HOURS);
3.50 F 2 EDIT PORTIONS OF SUCCESSOR LIABILITY MEMO RE: SPECIFIC STATES' LAWS AND PROVIDE TASKS AND GUIDANCE TO JUNIOR ASSOCIATES RE: SAME (3.5 HOURS).					
		0.10 F	3 E-MAIL WITH J. TAYLOR RE: FACTS OF GM TRANSACTION RELEVANT TO SUCCESSOR LIABILITY ANALYSIS (~1 HOURS);		
		0.60 F	4 E-MAILS WITH J. TAYLOR AND J. TRACHTMAN RE: ISSUES OF INTEREST TO BOTH BANKRUPTCY LAW AND STATE LAW ANALYSIS OF VICARIOUS LIABILITY ISSUES (6 HOURS);		
		0.90 F	5 REVIEW SECONDARY LITERATURE ON SUCCESSOR LIABILITY (9 HOURS);		
MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES					
\$660.00	06/12/09	Fri 8:80 3.30	2,178.00	2.80 F	1 DRAFT FACT SECTION OF SUCCESSOR LIABILITY MEMO AND INCORPORATE WORK ON LAW IN INDIVIDUAL STATES (2.8 HOURS);
		0.25 A	2 ASSIGN TO A. WEINER PORTION OF SUCCESSOR LIABILITY MEMO ON ENVIRONMENTAL LIABILITIES;		
		0.25 A	3 PROVIDE MATERIALS TO A. WEINER RE: SAME (5 HOURS);		
		0.20 A	4 CONVERSATION WITH J. TRACHTMAN AND		
		0.20 A	5 E-MAILS WITH J. TRACHTMAN AND A. CATON RE: DIRECTION AND SCHEDULING OF SUCCESSOR LIABILITY MEMO (4 HOURS);		
		0.20 F	6 REVIEW SAMPLE INSURANCE POLICIES AND COVERAGE CHART (2 HOURS);		
		0.30 F	7 CONVERSATION WITH W. SHARPES AT FTI RE: INSURANCE ISSUES RELEVANT TO SUCCESSOR LIABILITY (3 HOURS);		
		0.10 F	8 E-MAIL TO J. TRACHTMAN AND J. TAYLOR RE: SAME (1 HOURS);		
		0.40 F	9 DEFINE TASKS AND ANSWER QUESTIONS;		
		0.40 A	10 EDIT WORK OF,		
		0.40 A	11 MEET WITH,		
		0.40 A	12 E-MAIL WITH AND		
		0.40 A	13 CONVERSATIONS WITH ASSOCIATES RE: WORK ON STATE SUCCESSOR LIABILITY LAW (2.0 HOURS);		
		3.30 F	14 REVIEW STATE LAW RE: SUCCESSOR LIABILITY (3.3 HOURS);		
MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES					
\$660.00	06/15/09	Mon 14:30	14.10	9,306.00	14.10 F 1 DRAFT, EDIT, SUPERVISE CITE CHECKING OF AND PLUGGING OF RESEARCH HOLES IN, AND REVIEW LAW FOR, STATE-LAW SUCCESSOR LIABILITY MEMO (14.1 HOURS);
		0.20 F	2 E-MAILS WITH J. TRACHTMAN, D. BLABEY AND A. CATON RE: COMMENTS ON DRAFT (2 HOURS);		
NUMBER OF ENTRIES:	6	20.80	13,728.00		

RTSC
SCHMIDT, R

~ See the last page of exhibit for explanation

EXHIBITE
LEGAL RESEARCH
Kramer Levin Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
RTSC SCHMIDT, R	06/24/09	4.70	1.80	1,323.00	1.50 F 1 REV MOTIONS AND RESPONSES FOR NEXT DAY HEARINGS (15); 1.80 F 2 REV CASELAW RE 1114 AND MULTIPLE COMMITTEES (18); 0.30 F 3 CONF KE RE EVERCORE (3); 0.30 F 4 REV NDA AND FOLLOW-UP (3); 0.20 F 5 REV CMO RE EVIDENTIARY HRGs (2); 0.60 F 6 REV COMMITTEE RESPONSES FOR HRG (6)	
\$735.00	06/28/09	1.00	1.00	735.00	1.00 F 1 REV SUCCESSOR LIABILITY CASES (10).	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES
\$735.00	07/04/09	1.90	0.50	367.50	0.70 A 1 REVIEW DOCS AND CONF CALL W/ CORPORATE, REAL ESTATE AND ENVIRONMENT; 0.70 A 2 FOLLOW UP EMS (14); 0.50 F 3 RESEARCH REAL ESTATE/DAMAGE CLAIM ISSUE (5)	MATTER NAME: 363 TRANSACTION: REAL ESTATE ISSUES
\$735.00	07/25/09	1.20	0.60	441.00	1 ATTN TO ENVIRONMENTAL ISSUES; 2 REVIEW MATERIALS AND RESEARCH RE SAME.	MATTER NAME: ENVIRONMENTAL ISSUES
\$735.00	07/28/09	1.50	0.50	367.50	0.25 A 1 EMAILS W/ C. TULLY; 0.25 A 2 REVIEW SITE LIST (5); 0.50 A 3 REV RESEARCH; 0.50 A 4 REV ALIX REPORT (10).	MATTER NAME: ENVIRONMENTAL ISSUES
\$735.00	08/06/09	1.20	0.40	294.00	0.50 F 1 TELEPHONE CONFERENCE AND EMAILS TO C. WARREN (5); 0.40 F 2 REVIEW RESEARCH AND FOLLOW UP (4).	MATTER NAME: ENVIRONMENTAL ISSUES
NUMBER OF ENTRIES:	7		5.30	3,895.50		

BMSCL
SCHULMAN, B

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EXHIBITE
LEGAL RESEARCH
Kramer Levin Natais & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	FEES	TASK HOURS	DESCRIPTION
BMSC SCHULMAN, B	06/11/09	3.10	0.60	390.00	<u>MATTER NAME: DIP FINANCING/CASH COLLATERAL</u> 0.20 F 1 UPDATE FROM B. SCHMIDT (0.2); 0.20 F 2 E-MAIL CONCERNING RESEARCH PROJECTS RELATING TO DIP AND 363 SALE (0.2); 0.40 F 3 MEETING J. ROCHON AND H. WAXMAN RE LEGAL RESEARCH ISSUES AND RELATED ISSUES (0.4); 0.40 F 4 CONFERENCE D. CHO RE GUIDANCE FOR LEGAL RESEARCH ON DIP ISSUES (0.4); 0.20 F 5 CONFER S. SCHOLZ RE LEGAL RESEARCH ISSUES RELATING TO DIP ISSUE; (0.2); 0.90 F 6 REVIEW EARLIER MEMORANDA AND MATERIALS CONCERNING RESEARCH ISSUE RELATING TO DIP (0.9); 0.60 F 7 OBTAIN AND REVIEW ADDITIONAL PRIOR RESEARCH MATERIALS RELATING TO DIP RESEARCH ISSUE (0.6); 0.20 F 8 MESSAGE TO K. CAMPANA RE DIP STRUCTURE AND RELATED ISSUES (0.2)
\$650.00	06/14/09	2.20	2.20	1,430.00	<u>MATTER NAME: DIP FINANCING/CASH COLLATERAL</u> 2.20 F 1 RESEARCH AND REVIEW MEMORANDA CONCERNING DIP RESEARCH ISSUES (2.2);
\$650.00	06/15/09	8.10	4.10	2,665.00	<u>MATTER NAME: DIP FINANCING/CASH COLLATERAL</u> 2.30 F 1 STUDY PRIOR RESEARCH AND MEMORANDA CONCERNING DIP ISSUES (2.3); 0.10 F 2 E-MAIL FROM D. CHO ATTACHING DRAFT MEMORANDUM (0.1); 0.90 F 3 REVIEW MEMORANDUM RE DIP ISSUES (0.9); 0.30 F 4 TELEPHONE CALL D. CHO RE FOLLOW UP FOR LEGAL ISSUES (0.3); 2.70 F 5 REVISE AND DRAFT MEMORANDUM ON LEGAL ISSUE (2.7) 1.80 F 6 STUDY CASES AND LEGAL MATERIALS RE DIP RESEARCH ISSUES (1.8)
NUMBER OF ENTRIES:	3	6.90	4,485.00		
JS/HA SHARRET, J	06/17/09	3.70	3.50	1,540.00	<u>MATTER NAME: MOTIONS</u> 0.20 S 1 RESEARCH AND DRAFTING RETIREE OBJECTION. 0.20 S 2 ATTENTION TO EXTENSION OF OBJECTION DEADLINES.
\$440.00	06/30/09	1.70	1.70	748.00	<u>MATTER NAME: ENVIRONMENTAL ISSUES</u>
\$440.00	07/06/09	0.30	0.30	132.00	<u>MATTER NAME: APPELLATE ISSUES</u> 1 REVIEWING APPEALS TO 2ND CIRCUIT AND SUMMARIZING SAME.
\$440.00	08/17/09	0.30	0.15	66.00	<u>MATTER NAME: MOTIONS</u> 1 RESEARCH RE: PRECEDENTIAL BAR DATE MOTIONS. 2 REVIEW BANK OF NEW YORK MELLON MOTION AND NOTICE OF PRESENTMENT OF ORDER COMPELLING PRODUCTION OF DOCUMENTS AND ORAL EXAMINATION ON BEHALF OF REMY INTERNATIONAL.

~ See the last page of exhibit for explanation

EXHIBITE
LEGAL RESEARCH
Kramer Levin Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
JSHA SHARRET, J	08/19/09	1.50	1.50	660.00		MATTER NAME: ENVIRONMENTAL ISSUES 1 RESEARCH RE: ENVIRONMENTAL ISSUES.
						MATTER NAME: RETENTION OF PROFESSIONALS
						1 RESEARCH RE: 327 RETENTION STANDARDS
						MATTER NAME: MOTIONS
\$485.00	09/16/09	0.70	0.70	339.50	1.10 S	1 RESEARCH RE: SETTLEMENT PROCEDURES AND
					0.40 S	2 CONFERENCE WITH WEIL RE: SAME (1.5);
					0.60 F	3 REVIEWING RECENTLY FILED MOTION (6)
						MATTER NAME: EXECUTORY CONTRACT
\$485.00	09/21/09	1.10	1.10	533.50	1.10 S	1 RESEARCH RE: ACE INSURANCE STIPULATION.
					0.40 S	2 CONFERENCE WITH WEIL RE: SAME (1.5);
					0.60 F	3 REVIEWING RECENTLY FILED MOTION (6)
						MATTER NAME: EXECUTORY CONTRACT
\$485.00	09/21/09	0.50	0.50	242.50	1.10 S	1 RESEARCH RE: ACE INSURANCE STIPULATION.
					0.40 S	2 CONFERENCE WITH WEIL RE: SAME (1.5);
					0.60 F	3 REVIEWING RECENTLY FILED MOTION (6)
						MATTER NAME: RETENTION OF PROFESSIONALS
\$485.00	09/22/09	1.80	1.80	873.00	1.80 F	1 RESEARCH RE: ACE SETTLEMENT (1.8);
					0.50 F	2 TIC WITH A. ROGOFF RE: JSSI SETTLEMENT (5).
						MATTER NAME: EXECUTORY CONTRACT
\$485.00	09/23/09	2.80	2.80	1,358.00	1.10 S	1 RESEARCH RE: INSURANCE ISSUES RE: ACE
					0.40 S	2 CONFERENCE WITH WEIL RE: SAME (1.5);
					0.60 F	3 REVIEWING JSSI MOTIONS AND C/F WITH WEIL RE: SAME (7);
						3.10 F 2 RESEARCH RE: SAME (3.1)
NUMBER OF ENTRIES:	12		23.45	11,051.50		
HOST STOOPACK, H	07/08/09	0.60	0.60	417.00		MATTER NAME: TAX ISSUES
						1 REVIEW IRS RULING.
						MATTER NAME: CORPORATE & SECURITIES MATTERS
						1 RESEARCH REGARDING CUSTODY PUBLIC WARRANT TERMS.
JAY TAYLOR, J	06/11/09	3.00	3.00	1,905.00		

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EXHIBITE
LEGAL RESEARCH
Kramer Levin Naftalis & Frankel

TIMEKEEPER	NUMBER OF ENTRIES:	DATE	ENTRY HOURS	FEES	TASK HOURS	DESCRIPTION
JTAY TAYLOR, J	1		3.00	1,905.00		
JSTR TRACHTMAN, J		06/18/09 Thu	3.60	1.20	912.00	MATTER NAME: 363 SALE ISSUES 1 READ MATERIALS, BRIEFS (1.6); 2 TCS, EMAILS RE: PENDING WORK (8); 3 READ CASES AND DRAFT MEMO (1.2).
	NUMBER OF ENTRIES:		1.20		912.00	
JBVE VESSEY, J	1	06/08/09 Mon	5.60	1.80	873.00	MATTER NAME: CORPORATE & SECURITIES MATTERS 1 REVIEW OF 10-K AND 10-Q; 2 RESEARCH AND REVIEW INTO 8-KS; 3 PREPARATION OF OVERVIEW SUMMARY; 4 DISCUSSIONS WITH L. FEIBELMANN AND A. DIENSTAG
	NUMBER OF ENTRIES:		1.80		873.00	
\$485.00	06/09/09 Tue	6.50	2.00	970.00	MATTER NAME: CORPORATE & SECURITIES MATTERS 1 DISCUSSIONS WITH A. DIENSTAG RE: OVERVIEW PROJECT (1.5); 2 INITIAL DRAFT OF OVERVIEW MEMO; 3 REVIEW OF 10-Q AND 10-K (3.0); 4 RESEARCH INTO SALES OF DIVESTED DIVISIONS (2.0)	
	NUMBER OF ENTRIES:		2.00		970.00	
\$485.00	06/16/09 Tue	3.60	1.60	776.00	MATTER NAME: CORPORATE & SECURITIES MATTERS 1 DISTRIBUTION OF ASSET LIABILITY OVERVIEW (1.0); 2 DISCUSSIONS WITH J. TAYLOR RE: PURCHASE AGREEMENT (5); 3 DISCUSSIONS WITH A. DIENSTAG (5); 4 REVISION AND OVERVIEW AND RELATED RESEARCH (1.6)	
	NUMBER OF ENTRIES:		1.60		776.00	
	3		5.40		2,619.00	
HRWA WAXMAN, H		06/11/09 Thu	4.60	4.20	2,667.00	MATTER NAME: 363 SALE ISSUES 1 MEETING WITH ROCHAN AND SCHULMAN RE: RESEARCH ISSUES; 2 RESEARCH RELATED TO 363(M) SALE.
	NUMBER OF ENTRIES:		4.20		2,667.00	
\$635.00	06/12/09 Fri	5.60	5.00	3,175.00	MATTER NAME: 363 SALE ISSUES 1 RESEARCH RE: 363(M) SALE; 2 ASSIGNMENTS TO JUNIOR ASSOCIATES RE: RESEARCH MEMOS.	
	NUMBER OF ENTRIES:		5.00		3,175.00	
	3		5.40		2,619.00	

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EXHIBIT E

LEGAL RESEARCH

Kramer Levin Naftalis & Frankel

TIMEKEEPER	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
HRWA WAXMAN, H	\$635.00 06/15/09	Mon 8.80	4.40	2,794.00		<u>MATTER NAME: 363 SALE ISSUES</u> 1 RESEARCH AND DRAFTING OF MEMO RE: 363(M) SALES ISSUE; 2 DISCUSSION WITH EP AND JR RE: SAME.
	\$635.00 06/16/09	Tue 8.60	8.60	5,461.00		<u>MATTER NAME: 363 SALE ISSUES</u> 1 RESEARCH AND DRAFTING OF MEMO RE: 363(M) SALE.
	\$635.00 06/17/09	Wed 2.80	1.40	889.00		<u>MATTER NAME: 363 SALE ISSUES</u> 1 ADDITIONAL RESEARCH AND DRAFTING RE: 363(SALE MEMO); 2 REVIEW AND RESPOND TO TEAM EMAILS.
NUMBER OF ENTRIES:	5		23.60	14,986.00		
AWEB WEBER, A	\$440.00 06/04/09	Thu 2.50	1.50	660.00	1.00 F	<u>MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES</u> 1 PREPARE DOCUMENTS FOR CORPORATE MEETING RE SALE (1.0);
	\$440.00 06/10/09	Wed 5.50	5.50	2,420.00	1.50 F	<u>MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES</u> 2 RESEARCH PRECEDENT COMMON STOCK PURCHASE WARRANTS (1.5)
	\$440.00 06/11/09	Thu 1.60	1.00	440.00	1.00 F	<u>MATTER NAME: CORPORATE & SECURITIES MATTERS</u> 1 RESEARCH PUBLICLY-TRADED WARRANTS (1.0);
	\$440.00 06/29/09	Mon 3.60	3.60	1,584.00	0.60 F	<u>MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES</u> 2 CORRESPONDENCE WITH J. VESSEY REGARDING DISCLOSURE SCHEDULES (6)
NUMBER OF ENTRIES:	4		11.60	5,104.00		<u>MATTER NAME: 363 TRANSACTION: NY CASELAW INTERPRETATION OF ISSUES IN BREACH OF CONTRACT CASES.</u> 1 RESEARCH REGARDING NY CASELAW INTERPRETATION OF ISSUES IN BREACH OF CONTRACT CASES.
AWEI WEINER, A	\$440.00 06/12/09	Fri 6.40	6.40	2,816.00 ~		<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> 1 RESEARCH AND DRAFT MEMO ON SUCCESSOR ENVIRONMENTAL LIABILITY.
	\$440.00 06/15/09	Mon 7.60	7.60	3,344.00		<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> 1 RESEARCH AND DRAFT SECTIONS ON DE FACTO MEAGER AND CONTINUITY.
NUMBER OF ENTRIES:	2		14.00	6,160.00		

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EXHIBITE
LEGAL RESEARCH
Kramer Levin Naftalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	WORK HOURS	FEES	TASK HOURS	~	DESCRIPTION
Total			482.39		\$253,669.55			
Number of Entries:	169							

EXHIBITE
LEGAL RESEARCH

Kramer Levin Naftalis & Frankel

TIMEKEEPER NAME	INITIALS	HOURS	RATE	FEES
AMSTER, J	JSAM	1.50	\$620.00	780.00
BLABEY, D	DEBL	67.25	\$560.00	37,660.00
BLADES, M	MBIA	19.45	\$520.00	10,114.00
CATON, A	ACAT	2.70	\$560.00	1,512.00
CHASS, M	MCHA	20.85	\$680.00	14,178.00
CHO, D	DCHO	0.50	\$645.00	322.50
CIPOLLA, S	SACI	26.70	\$385.00	10,279.50
DAVIS, J	JDAV	4.50	\$260.00	1,170.00
FINGER, T	TFIN	6.12	\$650.00	3,978.00
FOLB, K	KFOL	5.45	\$650.00	3,542.50
FORD, S	SFOR	11.00	\$660.00	7,260.00
FREEDMAN, A	AFFR	8.80	\$635.00	5,588.00
FREJKA, E	EFER	2.90	\$650.00	1,885.00
FRIEDMAN, A	AFRF	40.20	\$385.00	15,477.00
GREENBERG, E	ESGR	4.10	\$520.00	2,132.00
HERZOG, B	BHER	1.65	\$670.00	1,105.50
HUSAIN, N	NHUS	2.50	\$810.00	2,025.00
KOPELMAN, K	KPKO	11.80	\$385.00	4,543.00
MACKSOUD, L	LMMA	0.50	\$750.00	375.00
MAYER, T	TMMA	7.00	\$80.00	560.00
NOVOD, G	GNOV	3.25	\$835.00	2,713.75
OLIVEIRA, J	JOLI	19.10	\$585.00	11,173.50
PATT, E	EPAT	13.20	\$600.00	7,920.00
PLOTKO, G	GPL	0.30	\$930.00	279.00
REGAL, V	VREG	2.32	\$615.00	1,426.80
RIGEL, B	BRIG	3.00	\$360.00	1,080.00
ROCHON, J	JROC	12.90	\$385.00	4,986.50
ROSENSAFT, J	JROS	3.45	\$660.00	2,277.00
RUSKAY-KIDD, S	SRUS	2.90	\$665.00	1,928.50
SCHMIDT, R	RTSC	34.00	\$385.00	13,090.00
SCHULMAN, B	BMSC	11.25	\$650.00	7,312.50
SHARRET, J	JSHA	6.40	\$680.00	4,352.00
STOOPACK, H	HOST	9.00	\$600.00	5,400.00
TAYLOR, J	JTAY	20.80	\$660.00	13,728.00
TRACHTMAN, J	JSTR	5.30	\$735.00	3,895.50
VESSEY, J	JVE	7.15	\$440.00	4,485.00
WAXMAN, H	HWMA	16.30	\$485.00	3,146.00
WEBBER, A	AWEB	0.60	\$695.00	7,905.50
WEINER, A	WEI	3.00	\$635.00	417.00
		14.00	\$440.00	1,905.00
			\$440.00	912.00
				2,619.00
				14,986.00
				5,104.00
				6,160.00

EXHIBITE

LEGAL RESEARCH

Kramer Levin Naftalis & Frankel

TIMEKEEPER NAME	INITIALS	HOURS	RATE	FEES
		482.39		\$253,669.55

SUMMARY OF HOURS AND FEES BY MATTER

MATTER NAME	HOURS	RATE	FEES
363 SALE ISSUES	68.45	35,202.50	
363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES	11.52	5,229.80	
363 TRANSACTION: REAL ESTATE ISSUES	0.50	367.50	
363 TRANSACTION: TRANSITION SERVICES AGREEMENT	11.67	8,053.75	
APPELLATE ISSUES	7.95	4,476.00	
CASE ADMINISTRATION	0.30	279.00	
COMMITTEE MEETINGS/COMMUNICATIONS	1.20	720.00	
CORPORATE & SECURITIES MATTERS	24.20	13,938.00	
DIP FINANCING/CASH COLLATERAL	39.55	18,540.50	
ENVIRONMENTAL ISSUES	70.05	42,919.00	
EXECUTORIAL CONTRACT	8.20	3,977.00	
FEES APPLICATION/MONTHLY INVOICES	0.25	165.00	
HEARINGS	4.50	3,159.00	
MOTIONS	10.55	5,564.50	
PLAN & DISCLOSURE STATEMENT	2.90	1,928.50	
PRE-PETITION COLLATERAL REVIEW	0.50	322.50	
RETENTION OF PROFESSIONALS	14.75	6,758.50	
TAX ISSUES	34.50	19,730.50	
TORT AND SUCCESSOR LIABILITY ISSUES	170.85	32,337.00	
	482.39	\$253,669.55	

(C) REASONS FOR TASK HOUR ASSIGNMENTS

- A Task Hours Allocated By Fee Auditor
- F FINAL BILL
- S Supplemental Information